

Association of Irish Racehorse Owners

Draft Minutes of the Annual General Meeting held in the ITBA Building, Kill on Tuesday 26th March 2019

Subject to approval by the members at the Annual General Meeting in 2020

Present: Brian Polly, Chairman, John Weld, Vice Chairman, Dr. Brendan Doyle, Hon. Treasurer and 86 others as per attendance record.

Apologies J.P McManus, John McManus.

Introduction

Chairman, Brian Polly, welcomed members to the meeting and pointed out emergency exits.

Denis Coakley, a member, enquired why a number of members who had joined the Association were not allowed to vote but was advised by the Chairman that the meeting would continue as per the agenda.

The Chairman then requested manager, Aiden Burns, to read out the minutes of the 2017 Annual General Meeting, which was held on Tuesday 27th March 2018.

This was done and acceptance of the minutes was proposed by John Power, seconded by Richard Pugh and approved by the members.

Matters Arising

There were no matters arising.

Chairman's Report

Chairman, Brian Polly, stated that 2018 was a good year for the Association with membership increasing from 2124 to 2213, a net increase of 89.

He went on to report that the Hospitality Marquees at Punchestown, Galway and Listowel continued to be well attended and the awards night, at which Rich Ricci was guest speaker, was also a great success.

He reminded members that they had access to the ROA marquee at Cheltenham through a reciprocal arrangement with the UK Owners Association and he advised that AIRO had secured 115 free entry days to Irish race meetings in 2019 for owners with a racehorse registered in training, details of which appear in the AIRO annual magazine, Racing Certainty.

Mr Polly welcomed the introduction of the Connolly's Red Mills & EBF auction series and also advised that representations had been made to HRI with a view to having a series of handicaps for racehorses rated 45 to 65.

In conclusion, on behalf of himself and fellow Council members, he congratulated one of the Association's founder members, Willie Mullins, on winning the Cheltenham Gold Cup.

Election of Officers

The three officer positions of Chairman, Vice Chairman and Honorary Treasurer were to be filled and there was only one nominated candidate for each of the positions as follows:

Chairman: Brian Polly, outgoing, not requiring nomination as per constitution.

Vice Chairman: David Hyland Nominated by Richard Pugh, Seconded by Caren Walsh

Hon. Treasurer: William Bourke Nominated by David Hyland, Seconded by Brendan Doyle

As there was only one candidate for each position the three nominees above were deemed elected.

Election of Council Members

There were five nominations for three positions on Council as follows:

Roy Clarke: Nominated by Derek Iceton Seconded by Thomas Cooke

Dr. Brendan Doyle: Outgoing, not requiring nomination as per constitution

Judy Maxwell: Outgoing, not requiring nomination as per constitution

James Mescall: Nominated by Rita Shah, Seconded by Brendan Duke

John Weld: Outgoing, not requiring nomination as per constitution.

Before the voting process commenced, James Mescall, a member and nominee for election to Council, questioned (a) if the members were indemnified against possible liabilities (b) why AIRO Council did not refer the issue of the election of the HRI representative to the Minister for adjudication (c) if the Trustees of the Association were aware of the current legal case (d) where did the constitution provide for members being prevented from attending and voting at the AGM.

Council member, John Power, replied to Mr Mescall's questions as follows:

- (a) Members are not indemnified against possible liabilities (b) Legal proceedings against AIRO had commenced before the Minister was invoked (c) The Association does not currently have Trustees (d) The constitution states that notice of the Annual General Meetings shall be sent to Members not less than fourteen days prior to the date of the meeting and it was deemed those who became Members after that date were not eligible to attend or vote at the meeting.*

Mr Mescall felt the answers he received were unsatisfactory and it would be inappropriate for him, in the circumstances, to allow his name go forward for election to Council so withdrew from the election process.

Roy Clarke, a member and nominee for election to Council also withdrew from the election process.

Mr Clarke spoke about the growth in the number of members and felt it would be good for the organisation to have "new blood" on Council. He stated he was withdrawing from the election but would consider a future nomination.

Following the withdrawal of James Mescall and Roy Clarke, the remaining three candidates, Brendan Doyle, Judy Maxwell and John Weld were deemed elected.

Financial Report

An Income & Expenditure account, prepared by Accountants, Ernst & Young, was presented by Hon. Treasurer, Dr Brendan Doyle.

Income for the year was €202348 and Expenditure €173492 which resulted in an excess of income over expenditure in the sum of €28856.

A breakdown of the amounts in the accounts and explanation for any significant variance from the previous year was given by Dr Doyle.

There were no questions from the floor and the accounts were approved by the members on the proposal of Bernard Caldwell, seconded by William Bourke.

Election of Accountants

Ernst & Young were reappointed by the members as the Association's accountants on the proposal of Brendan Doyle seconded by Sandra Fox.

Motions

Motion No.1

Proposed by Denis Coakley, Seconded by James Gough

MOTION TO AMEND THE CONSTITUTION OF AIRU

Article 2:

Delete the following parts (g and h)

g)- If in the judgement of the Association any member has been guilty of any act or conduct which shall make him/her unfit to remain a member of the Association, then the Council may, by a majority of at least two thirds of Council Members present and voting at a special meeting called for that purpose, expel or suspend such a member. The Council shall give to such a member at least seven days' notice in writing of the meeting at which it is proposed to consider his/her expulsion or suspension. The member shall have the right in reply to submit to such meeting a written statement of his case as well; as the right of audience and representation. Any decision of the Council expelling or suspending a member shall be subject to review by a special resolution of the Association in General Meeting but such Meeting shall be called for a date not later than one month after the making of the decision to be reviewed. A suspended member shall remain liable to pay to the Association any moneys, which are at a date of suspension or may thereafter become due from him/her to the Association.

h) A member shall cease to be a member of the Association

(a) If he/she becomes bankrupt or insolvent

(b) If he/she becomes of unsound mind

(c) If he/she be convicted of an indictable offence

(d) If he/she becomes disqualified from being an owner by Horse Racing Ireland or its successor.

And replace it with the following

A member shall cease to be a member of the Association if they become a Disqualified Person as defined by the Irish Horse Racing Regulatory Board or any successor of this organization

Motion defeated on show of hands

Motion No. 2

Proposed by Denis Coakley, Seconded by James Gough

MOTION TO AMEND THE CONSTITUTION OF AIRO

Article 6

Amend (a) and (b) of this article to read as follows.

Council

(a) The business of the Association shall be managed by a Council, consisting of the Officers and nine members of the Association. The Council can co-opt a member to replace any vacancies that may arise during the year. No person shall be elected, co-opted, or appointed to be a member of the Council, who is not a member of the Association.

(b) Eight of the nine Council members shall be elected at an Annual General Meeting of the Association and their period of office shall be one year. The other position shall be the Association's representative on the board of Horse Racing Ireland, whose shall remain on the Council while they remain Association's representative on the board of Horse Racing Ireland.

Add the following to

No member is eligible to serve on Council if they are

a) an undischarged bankrupt

(b) If he/she is subject to a restriction or disqualification from being a company director.

Motion defeated on show of hands.

Motion No.3 – *Proposed by Denis Coakley, Seconded by James Gough*

MOTION TO AMEND THE CONSTITUTION OF AIRO

Article 7

Election to Council

Delete from (b) the following

A member being nominated as a candidate for election as an Officer must have unbroken service on Council for the two years immediately prior to the date of the Annual General Meeting or Extraordinary General Meeting at which he/she is being nominated.

Section (b) then to read

(b) Any two members of the Association may nominate a member as a candidate for election to Council or as an officer of the Association at an upcoming Annual General Meeting. The names of the members so nominated shall be sent in writing to the Chairman not less than seven days before the date fixed for the Annual General Meeting.

Motion withdrawn by proposer.

Motion No. 4

Proposed by Denis Coakley, Seconded by James Gough

MOTION TO AMEND THE CONSTITUTION OF AIRO

ARTICLE 8

AMEND OF THE CONSTITUTION TO THE FOLLOWING

8; Election of Association's Representative for Nomination to Board of Horse Racing Ireland

(a) In accordance with the Horse Racing Ireland (Membership) Act 2001, section 1(2) a General Meeting of members shall be specially convened for the purpose of electing a Council Member to sit on the board of Horse Racing Ireland.

(b) A first notice shall be published on the Association Website and sent by E-Mail to all Members who have provided a valid E-Mail Address at least 60 days before the date of the Special General Meeting inviting them to nominate and second a eligible Member to represent the Association on the board of Horse Racing Ireland. To be eligible a member must have unbroken membership of the association from January 1st of the previous year and must meet the criteria for election to Council. Nominations must be received by 5pm of the tenth working day following the notice issue date. Only those who are members on Dec 31st of the previous year shall be eligible to vote and the Membership list will be furnished to the Association's Auditors, who will act as election controllers. They will only accept votes from this list. The method of election shall be Proportional Representation with a Single Transferable Vote.

(c) At least 30 days before the date of the Special General meeting the following shall be sent to all members who are eligible to vote.

1. Voting Paper, bearing the members name, address and membership number. This voting paper must bear the members signature, when received by the Auditor, for the vote to be valid.

2. Information sheet containing photo and short (approx 10 lines) election manifesto, from each candidate.

3. Addressed envelope for returning vote to Auditor before last post on the 5th working day before the Special General Meeting.

(d) The Auditor will verify that the appropriate Voting Paper is received from each member and that their signature corresponds with that on file at the Association of Irish Racehorse Owners. He will report the total number of valid votes received and announce the result of the election to the Special General Meeting. Candidates may be informed of their own vote count if they so request at this time. The Auditors report shall be final.

(e) Should two or more candidates poll equal number of votes, then the members present at the Special General Meeting shall vote again by secret ballot to select a candidate. If both candidates poll an equal number of votes then the winning candidate will be selected by drawing lots.

Motion defeated on show of hands.

Motion No. 5

Proposed by Denis Coakley, Seconded by James Gough

MOTION TO AMEND THE CONSTITUTION OF AIRO

Article 10

Amend to the following

General Meetings

(a) The Annual General Meeting for each calendar year shall be held not later than 31st March of the following year.

(b) Notice of the Annual General Meeting shall be sent to members of the Association not less than twenty eight days prior to the date of the meeting. Notice will also be published on the Association website not less than twenty working days prior to the date of the meeting.

(c) The business of the Annual General Meeting shall be the consideration of the annual report and financial statement made up to 31st December, the election of officers and members of Council, the election of auditors, revision of the Association's rules, consideration of motions submitted by members, and any other business of the Association.

(d) Notices of motion, duly signed by a proposer and seconder must be given in writing to the Chairman not later than fourteen days prior to the date of the Annual General Meeting. All motions to be considered must be published in full on the Association Website not less than ten days prior to the meeting.

(e) Ten members personally present shall be a quorum for a General Meeting and no business shall be transacted unless the quorum requisite is present not later than fifteen minutes after the time scheduled for the meeting to commence. If there is no quorum by this time, the meeting shall stand adjourned to the same day, time and place the following week. If at the adjourned meeting a quorum is not present by fifteen minutes after the time the meeting is scheduled to commence, the members present shall be a quorum.

(f) The Chairman of the Association shall preside at all General Meetings and in his absence the Vice Chairman shall preside. In the absence of both of them, a Chairman shall be elected by the meeting.

(g) At any General Meeting, a resolution put to a vote shall be decided by a show of hands unless a secret poll is demanded by the majority of members present.

{h} A motion may be put to the meeting and voted on although the proposer and seconder may not be in attendance at the meeting

(i) The Council shall have the power to call an Extraordinary Meeting. Such meetings shall also be called, on a requisition to the Chairman, signed by at least fifty paid up members of the Association and specifying the business to be transacted. Only business specified in the motion can be discussed at an Extraordinary General Meeting.

(j) An Extraordinary General Meeting shall be held within thirty days from receipt of such requisition. Not less than ten working days notice of the meeting shall be given to members.

(k) The procedures that apply at an Annual General Meeting shall also apply at an Extraordinary Meeting. The minutes of all General Meetings, including motions passed shall be published on the Association website within thirty days of the conclusion of the meeting.

Motion No. 6

Proposed by Denis Coakley, Seconded by James Gough

MOTION TO AMEND THE CONSTITUTION OF AIRO

Article 12

Amend to the following

Notices

(a) If a member's contact details change from those furnished to the Association at their time of joining, it is the member's responsibility to furnish up to date contact details (including E-Mail) in order that they receive communications. E-Mail is considered an official means of communications for all documentation and notices.

Motion defeated on show of hands.

A.O.B.

1. Member, Catherine Harrison, referred to the motion regarding communication by Email and felt that this method would be useful for information purposes and suggested the wording in the defeated motion could be amended and put forward for consideration at the next AGM.

2. Member, Sean Toal, felt that there should be a greater number of races for racehorses rated 45/65.

Council Member, John Weld, stated that AIRO had recently made representations to HRI to have a series of additional races for horses in that category and this would be considered by its flat race programme committee.

3. Member, Gerard Crehan, advised that he was told Trainers and Jockeys received a discount from Racing TV for the racing channel and felt owners should have the same benefit. This to be checked out.

4. A member expressed the view that trainers should be limited to the number of horses they can run in a race so as to give those with fewer horses in training an equal chance in random draws and of winning races.

5. A member queried if there was a system to follow up on members who had cancelled their membership. It was advised that those who cancelled, did so as a result of no longer having a horse in training.

There were no further items and the Chairman closed the meeting by thanking the Council for its work during the year and the members for attending on the night.

Meeting concluded 9.05pm.

