

Angmering On Sea Estate Residents Association Ltd

(By Guarantee)

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Company No: 5751571

Company Secretary
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MINUTES OF THE 11th ANNUAL GENERAL MEETING OF THE ANGMERING ON SEA ESTATE RES. ASSOC. LTD. Held at 7pm on Friday 12th May 2017 in The Warren Room East Preston

PRESENT: Ms F Martelly (FM) – Chairman, Director & Road Rep; Dr N Nind (NN) - Vice Chairman, Director & Road Rep; Ms J Maddox (JM) – Finance Director/Road Rep; Mr J Chatterton (JC) – Director; Mr A Pryor (AP) – Director & Road Rep; Mr S Wilkinson (SW) – Director/Road Rep.

IN ATTENDANCE: Ms P Overington Gould – Co. Secretary/Managing Agent. **Approximately 41** Member Residents signed into the meeting.

The Chairman (FM) welcomed all to the meeting and introduced herself, board members and the Company Secretary/Managing Agent, outlining each board member's area of responsibility on behalf of the Estate. FM further explained the format of the AGM and asked that the Notice of Meeting should be taken as read. All present agreed.

Apologies received and proxies appointed were read out by the Company Secretary.

ORDINARY RESOLUTIONS:

- To Present the Directors' Report and Accounts** for the year ended 31st March 2017: Finance Director (JM) outlined several larger items of expenditure on the Accounts, such as road repairs, entrance enhancements, new signage, roads survey by specialist, planting and street lighting supply. The budget had been over reached by approx.. £3,300 of which £2,500 was the unexpected spend on street lighting supply/maintenance. Total spend for the year was £59,000 approx. The report that 97% of annual estate fees had been collected over the year was met with approval from the members. JM confirmed also that historic arrears had also been recouped in some cases, and after negotiations with a few non paying residents, stage payments of arrears had been arranged with very little having been written off. A £4,000 surplus was anticipated for next (financial) year. The Accounts were proposed for approval by P Sherwin, seconded by C Parkes and approved by unanimous show of hands.
- To Re-Elect as Directors of the Company** Ms F Martelly and Mr J Chatterton, who retire by rotation in accordance with the M&A of the Company and offer themselves for re-election. NN as Vice Chairman asked for a proposer to re-elect Ms F Martelly, proposed by Mr Dubeck, seconded by Mr Sherwin, all present voted in favour of Ms F Martelly being re-elected to the Board. Mr P Cowell proposed Mr J Chatterton for re-election to the Board, proposal seconded by Ms C Holmes, all present voted in favour of Mr J Chatterton to be re-elected to the Board.

3. **To Formally Elect, subject to prior Co-option to the Board** Mr Steve Wilkinson and Dr Nick Nind. Both previously co-opted members were proposed as Directors by Mrs S Pryor, seconded by Mr C. Parkes; all present voted in favour of Mr S Wilkinson and Dr N Nind being made full Directors of the Board. The remaining Board Members offered themselves for re-election for the coming year; proposed by Mrs V Parkes, seconded by Mr P Sherwin and all present voted in favour of the current Board remaining as Directors for the coming year.
4. **To Consider for Election as Director(s)** of the Company subject to any proposals and nominations being properly submitted in writing to the Secretary ten days before the date of the meeting, such nominations to have proposer, seconder and signature of nominee. The Company Secretary confirmed receiving No Such Nominations.
5. **To Transact Any Other Business** relevant to the Company which it may be competent to transact at the meeting. The Secretary confirmed having received No Such Other Business.

SPECIAL RESOLUTION:

The Members were asked to consider and vote on the following Special Resolution:

6. **That a clause be added to the Companies Memorandum & Articles of Association (see Notice of Meeting attached for full Special Resolution wording).**

Two members present raised a case against adoption of the Special Resolution, both believing it to be unnecessary as the current Mem & Arts of the Company set out the process by which Directors should be appointed to and removed from the Board. One member felt the Special Resolution could be interpreted as the Board controlling the appointment and removal of Directors rather than the membership doing so at AGM or EGM. Both opposing members felt the Special Resolution to be unnecessary and undesirable.

A Director briefly outlined a reason for the Board to wish its members to consider the Special Resolution, mentioning that some Directors had (last year) resigned as a result of disruption within the Board and that three others also seriously considered resigning. A member related a similar situation with a local organisation where Directors or Committee Members felt unable to continue in their posts due to disruption caused by others. He urged the membership to carefully consider their decision on whether the Special Resolution was appropriate for AoSERA Ltd.

An opposing member cited the Confidentiality Agreement signed by all Directors which they believed had been breached in raising this matter for voting upon. However the Board did not consider that any names had been mentioned, nor specific incidences of disruption outlined.

The Chairman asked the members to raise hands to vote in favour of the Special Resolution and a count was taken; hands raised against were requested and a count taken; hands raised in abstention were requested and count taken. Unfortunately the vote was

inconclusive and voting cards were handed out (one per household) to ensure the vote was accurately counted. **The final vote showed 29 in favour, 7 against and 3 abstentions.**

Members raised a few more queries on the matter, which were addressed by a Director. One member stated that he had abstained from voting as he felt there should have been more context to such a Special Resolution made available.

With the appropriate percentage vote obtained the Special Resolution was approved for adoption.

The Chairman closed the Formal Meeting of The Angmering on Sea Estate Residents Association Limited at **7.24pm.**

INFORMAL MEETING OF AOSERA LTD

Apologies previously recorded.

Minutes of the 2016 AGM had been made available at the Secretary's Office and on the East Preston Village website, AOSERA page; several copies were available at the meeting. The Minutes were signed by the Chairman as a true record of that meeting having been approved by members present.

AP (director/gardening/trees) gave a short report about various works having been completed on the estate, in particular the installation of rumble strips at entrances together with adaption of verges or drop kerbs to provide better pedestrian and disabled access.

AP – confirmed attending several meetings in 2016 related to the Estate street lighting, and how the local parish council had unfortunately changed their minds about absorbing VAT on the street light electricity supply invoices. An agreement was being prepared (by EPPC for approval by AOSERA Ltd) for ongoing maintenance of the lamp posts. It was confirmed that Estate street lighting was an ongoing cost for the Association.

FM outlined some of the enhancement work carried out to 2 of the 4 Estate entrances, with more improvements planned. New signage was in place and had positive feedback on its appearance.

A member asked if additional signage at the southern end of Golden Acre was being progressed. FM confirmed the Board was looking into installing more signage in this part of the Estate.

FM stated the Board had considered introducing Parking Control (by Fixed Penalty Fine scheme) throughout the Estate; and that the proposal would be further discussed by the Board before a referendum of all residents would be taken to gauge general opinion. It was confirmed that the introduction of Parking Control did have a positive effect on collection of annual Estate charges.

Mr Sherwin spoke saying he was a strong supporter of the parking scheme but had concerns that the signage was inappropriate for the layout of the Estate. PG (Managing Agent) confirmed meeting the OPS the Parking Control Company in the coming week to discuss different signage.

Private Rights of Way (PROW) – the Board outlined having met with interested residents and a local lawyer to discuss a private right of way being stopped up. The residents present agreed a capped spend of £500 to start proceedings to have the PROW reopened for use by Estate residents. The situation had now reached the point where Counsel's Opinion was recommended

with inherent costs. The members present voted in favour of continuing with the process to have the PROW reopened and to safeguard other PROW's on the Estate where appropriate.

A long term resident outlined history of the sale of the land where the PROW existed and that the right of way could not be extinguished even if the land was redeveloped.

An argument against reopening the PROW had been given by lawyers for the resident on whose land the PROW was sited, where they required proof that covenants and rights, which had existed for AOSERA before it was incorporated, had been transferred to the Limited Company. The Association refuted the accusation that the rights had not been legally transferred.

A vote was taken from the members present on whether the case should continue with the help of lawyers up to the spend of £3,000 was carried by majority in favour.

Steve Wilkinson (Director) outlined his project to build an AOSERA Ltd website, which was recently completed. The site would be used for circulating newsletters, Association correspondence, documents and other information. All residents were encouraged to send their email contact details to the Secretary's office for inclusion on the circulation list (all held under the DPA). A Facebook page would also be opened for the Association.

AP gave a short précis of the Official Roads Condition Survey carried out by former WSCC Roads Engineer, Neil Westmore, and confirmed that NW had stated that the Estate roads were in good condition and were being well maintained. AP confirmed also that a Tree Works Survey and Programme was conducted annually to ensure all trees and larger shrubs/hedges on estate verges were maintained in good health. Residents were encouraged to tend the verges outside their properties where possible as this saved the Association gardeners' costs.

There being no other matters raised from the Members or Board, the Chairman closed the meeting at 8pm and invited those present to share in refreshments.