

# *Angmering On Sea Estate Residents Association Ltd*

(By Guarantee)

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## MINUTES OF THE 10<sup>th</sup> ANNUAL GENERAL MEETING OF THE ANGMERING ON SEA ESTATE RES. ASSOC. LTD Held at 7pm on Thursday 26 May 2016 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 and Road Rep; Mr J Chatterton (JC) – Director; Mr A Pryor (AP) – Director & Road Rep; Mr I Brauer (IB) – Director & Road Rep; Mr A Lowry (AL) – Director and Road Rep.

**IN ATTENDANCE:** Ms P Overington Gould (PG) – Company Secretary/Managing Agent and Minutes Secretary

**MEMBERS:** 72 members signed into the meeting representing 68 households.

**Apologies** received from Mr Linley-Munro (no proxy appointed); Mrs G Sayer (proxy to the Chairman, in favour of all); Mr R Fieldgate (proxy to the Chairman with a No vote to the Special Resolution); Mr & Mrs Harlow (no proxy appointed); Mr & Mrs Sherwin (proxy to the Chairman, in favour of all); Mr & Mrs Jones (proxy to the Chairman with a No vote to the Special Resolution); AOSLTC (proxy to the Chairman, yes to all); Mrs Paxman (proxy to Mrs S Close); Mrs Simpson (proxy to Ms M Richter, yes to all); Mr & Mrs Robinson (proxy to the Chairman, yes to all); Mr & Mrs Baron (proxy to the Chairman); Mrs J Silk (proxy to the Chairman, yes to all); Mrs E Fullerton (proxy to the Chairman, yes to all).

### **Welcome & Introductions:**

FM as Chairman welcomed all to the meeting explaining the format of the AGM in two parts; Formal Business of the Company and Informal Meeting of Questions & Answers. FM added that the Informal Agenda may be changed to suit the visit of a local Parish Councillor who would address the meeting on the matter of street lighting.

The Chairman introduced herself, all other Directors and their responsibilities, and the Company Secretary/Managing Agent.

### **Ordinary Business:**

The NOTICE OF MEETING was taken as read, having been circulated to all members 21 days before the meeting.

- 1. To present the Directors Report and Accounts for year ended 31 March 2016:** copy Accounts had been made available to Members on the AoSERA page of East Preston Village website, at the Secretary's office and tabled at the meeting. JM, Finance Director gave a brief outline of the Accounts stating that 92% of Estate Fees had been collected in the financial

year, this was considered a superb result and the Board was aiming for 100% payment in years to come. Income was good from recent Estate Charges Invoices circulated to all, and the Accounts gave good understanding of where monies were being used. Savings had been made on road repairs in the last financial year, and legal expenses were down. There had been an overspend on gardening due to considerable improvements being made to the Estate, in particular to the 4 entrances by way of refurbishments. **The Accounts were accepted as drafted.**

2. **To re-elect as Directors of the Company Mr A Pryor and Mr I Brauer who retire by rotation and to elect all other members of the Board who offer themselves for re-election if the members wish:** Mr Alan Pryor and Mr Irving Brauer were proposed for re-election by Scarlet Turner and John Cosier, seconded by Chris Shore and Mr Billups. The other directors were proposed for re-election by Sheila North and seconded by Matthew Burgess. There were no votes against the re-elections and no abstentions. Mr Pryor, Mr Brauer and the other Directors were re-elected for a further term.
3. **To formally elect, subject to former co-option to the Board during the year, Mr A Lowry as a Director of the Company:** Mr Lowry's election was proposed by John Seinfeld, seconded by Sarah Close and there were no objections or abstentions to the election. Mr Lowry was duly elected as a full Director of the Company.
4. **To consider for election any nominations for Directors of the Company received by the Secretary in due time for the meeting:** PG as Co. Secretary confirmed having received no such nominations.
5. **To Transact Any Other Business of the Company:** The Secretary confirmed no Other Business had been received in due time other than that which was due to be discussed later in the meeting and was formally noted.

## **SPECIAL RESOLUTION**

6. **To Consider and Vote on the SPECIAL RESOLUTION that was enclosed with the Notice of Meeting: That the Articles of Association be amended at Article 15.2 "a quorum at a Board Meeting shall be five" to be changed to "a quorum at a Board Meeting shall be four".**

It was explained that, in the past, the Board had found itself in the unfortunate position of being non-quorate at a Board Meeting which meant no formal votes or decisions could be made without a delay being caused to obtain agreement from the absent Directors. To change the quorum requirement from 5 Directors to 4 being present in person, by telephone conference facility or SKYPE, at a Board Meeting would enable decisions to be made and implemented swiftly.

The even number of Directors (4) was raised as a concern but, should that ever happen, then the particular item raised would have to be taken to the absent Directors to confirm agreement or otherwise. No Directors had a casting vote.

The members present (68) all voted to adopt the Special Resolution as written, with no abstentions and no objections. The Special Resolution was passed and would be lodged at Companies House with a copy of the AGM Minutes at which the vote was taken.

7. **There being no other business of the Company the Chairman closed the formal AGM of the Company at 7.14pm.**

**Informal Business of The Angmering on Sea Estate Residents Association Ltd Annual General Meeting held on Thursday 26<sup>th</sup> May 2016 in The Warren Room at East Preston Village Hall complex.**

1. **Apologies:** noted at Page 1 of these Minutes
2. **The meeting Agenda was altered to accommodate the attendance of an East Preston Parish Councillor at 7.45. Security was brought forward from item 7 for discussion.**
3. **SECURITY:** the members present raised various questions about the effectiveness of the random drive round patrols that had previously been carried out by a Security Company, its costs and whether it should be reintroduced. After lengthy discussion it was agreed by show of hands to reconsider employment of Security Patrols when the outcome of the street lighting debate is known.
4. **STREET LIGHTING:** It was confirmed that meetings had been arranged with East Preston Parish Councillors and attended by Alan Pryor and Irving Brauer on behalf of the Association and its members. The meetings were as a result of EPPC giving the Association notice that they would be withdrawing the long running discretionary funding for street lighting electricity supply and maintenance costs on the Estate by 1<sup>st</sup> April 2016. Street lighting would be switched off and the lamp posts removed at a cost to EPPC if AoSERA Ltd did not take over the payment for electricity supply and lights maintenance. AOSERA Ltd had negotiated an extension of one month for the lights to remain on by paying a proportion of the annual charges to EPPC. The lights were due to be switched off on 1<sup>st</sup> June 2016, if AoSERA did not take on responsibility for their funding.

Post maintenance is in the region of £1550 per year and supply costs are approx. £1500., the cost of supply may remain the same for some time but maintenance costs would rise as the lamps and posts got older. Letters and reports had been sent to all estate residents outlining the proposal by the EPPC and the impact it would have on the Estate's financial burden and the obvious disadvantage to the security of members and property.

All charges would be collected by AoSERA from its paying members and paid via EPPC for economy reasons.

Arthur Lowry confirmed much research and enquiry had taken place on behalf of the Association but that it had proved impossible to "find the person to own the matter" within the Local Authorities.

Mr Sawers (former Chairman of Residents Association) stated that WSCC was responsible for the public highways and lighting but had no responsibility for either roads or lighting on the Private Estate. He had been Chairman at the time the lights were installed (by the local authority) and confirmed that, in the 1990's, private estates were offered street lighting and only AoSERA had accepted the offer. Mr Sawers stated that funding for the lights and supply had always been discretionary and he felt there was no point going any further with negotiations with EPPC or WSCC as they had no liability to pay.

AP thanked Mr Sawers and replied to his statement by saying that, the way in which the EPPC had put the proposal to the Association, as a fait accompli with little notice, was what had been objected to in the first instance. Little thought had been given as to how the Association would "collect" the charges for the supply/maintenance of the lights from its residents if it was to take on the responsibility. For EPPC/WSCC to switch off and remove the lamp posts had seemed to the Association and members a waste of public money as it

would cost in the region of £20,000 to £30,000 and would, over time only recoup £3,000 per annum.

AL confirmed the cost to residents would be about £9 - £12 per annum extra to the estate maintenance fees they were invoiced each April.

JM commented that although 92% of residents paid last year's annual charges (and this was a superb result), the outcome of a straw poll asking residents if they wished to retain the lighting with inherent costs, raised comments from some residents that they not only didn't want the lighting to remain but would not pay for it if it did. About 45 votes were against keeping the lighting with associated costs and it was a concern that those 45 residents, and perhaps more, would either refuse to pay their annual estate charges completely or deduct the cost of the lighting from the charge, leaving the funds in a depleted state. The responsibility for collecting the cost of retaining the lighting was not a simple task and involved added administration. JM confirmed there was money in the bank to fund the street lighting but it would mean that other matters might need to be shelved or further budgeted for.

It was confirmed, after a question about the cost of lights removal, that all expenditure for switching off and removing lamp posts would be down to the local authorities with no liability falling to the Association. It was also confirmed that any damage caused to Estate property or roads, should the posts be removed, would also be the responsibility of the local authority to repair and fund.

There were several more relevant questions and AL, with help from the Directors, responded where possible.

At 7.50pm Councillor McElroy joined the meeting.

Cllr McE read a prepared statement to the meeting which is appended to these Minutes as EPPC confirms the statement is in Public Domain.

Q: a member stated that they felt EPPC had an obligation to continue funding the street lighting in all of East Preston including the estate as it was "customer practice". The member went on to say that Cllr McE was making assertions that the Association had not done what they should in respect of handling the street lighting issue. The member asked who was the person that made the decision about the lighting removal or reappointing of funding, and who was "the ultimate person"?

A: Cllr McE stated that cuts to spending (by local authority) had to be made and, as the funding of street lighting on the private estate was discretionary, the decision to pass on responsibility to the Association or remove the lights was considered prudent.

Q: a member stated that they thought the saving of about £3,000 per annum would not make much of an impact to EPPC funds, especially if over £20,000 was being spent removing the lights if the Association did not take over responsibility for them.

A: Cllr McE felt that the £3,000 plus maintenance costs saving would help in the long term.

Q: a member asked why the lighting was installed initially, over 25 years ago.

A: Cllr McE stated that he did not know as he "was not there".

AL commented that “the website states that the reason the (original) lighting was improved (in West Sussex) was to help safety with better light splays and it cost in the region of £20,000 to install the new (metal) columns and you (EPPC) are about to spend the same amount on removing them. That money could be saved. Rather than saying to estate residents ‘you have had it for free’, you could have given a wider explanation as tax payers, and I find it objectionable. Lay out a case for us rather than just turn off the lights; and that is where this group (members) is.”

Cllr McE: stated that the decision to pass on the responsibility for funding or have the lights removed was not taken lightly, and was made at a full council meeting in November 2015. The council’s decision is where it is and they won’t be funding the lighting after May. Cllr McE suggested any representations that come from the Association should be made to WSCC and not to EPPC.

Q: a member asked if there was a case of Established Use as the lights had been on the estate for over 25 years.

Cllr McE: said he did not know as he had no legal knowledge, and to ask the Parish Clerk who may know.

He further confirmed that WSCC had forced cuts of £10,000 on the Parish Council.

Q: a member commented that they failed to see how the small saving from discontinuing funding for the Estate’s street lighting would help, and did the council not have a sense of duty to residents to continue the facility. The member felt Cllr McE was “not the right man to be talking to us.”

AL stated that the Board had to make a decision last month due to the EPPC being adamant that the lights would be switched off, therefore an extension to the switching off date was applied for and the Association eventually paid in the region of £120 to keep the lights on.

Q: a member stated the residents lived in a beautiful area (the estate) and all paid annually for that; visitors come onto the estate and have the advantage of walking through it to get to the beach and other areas. Those people often bring others with them and visitors to the village means an increase to the economy by spending locally. The member asked if EPPC could consider paying a proportion of the street lighting costs going forward.

Cllr McE: said that the Board must take that proposal up with EPPC.

AP: stated that the Board had tried that, and other approaches/proposals and had been met with a solid “No” from EPPC councillors.

Cllr McElroy was thanked, by Mr Lowry, for attending the meeting which it was agreed was no easy task.

Cllr McE: said he would take the members’ points of view back (to the council) and ‘tell it like it is’; he confirmed that he was “one of 12 and knowing many of the people in the room”, he wanted to say that the decision was not a personal one and was made purely on financial grounds. He added that he had not realised how much funding was part of council work and that budgeting and financial constraints were also a crucial part of running the parish. The council was constantly being asked to make cuts in spending; and had fought hard to keep Council Tax increases to 2% rather than the suggested 6%. All funding from WSCC would be revoked in 2017.

Q: a member asked why the proposal to pass on the responsibility for funding the lighting or switching it off was not made known to the wider community.

Cllr McE: said that Minutes of Council Meetings were in the Public Domain and Council Meetings were open and gave opportunity for parishioners to speak; there was a database of 675 email addresses to which the Parish Newsletter went out to. However it seemed that no report had been circulated about the street lights on the estate being turned off because no decision had yet been made (by the Association).

JM: stated that the decision made in November 2015 by EPPC could have been circulated to residents.

Cllr McE: said he did not know why it wasn't circulated.

AL: confirmed that he had written to Councillor Evans and, to date, had no reply; he felt that the points made on Customer Service and Safety would be further researched and hoped Cllr McE would also put these points to EPPC full board.

Q: a final statement to Cllr McE was made by a member who said "Morally we feel the matter was handled badly, please take the moral message back to your colleagues that it was handled atrociously."

Cllr McE: said he would take that statement back to EPPC board.

#### **At 8.32 Councillor McElroy left the meeting.**

AL thanked all present for remaining controlled throughout. He had met with Cllr McE previously and felt his views were hard and fast. He also commented that the statement read by Cllr McElroy contained some inaccuracies as Councillors were verbally invited by Irving Brauer and Alan Pryor to attend the AGM at one of the meetings, and they did not commit to attending at that time. IB stated that he felt the Board were waiting to hear back from the Councillors as to who would be coming to the AGM, and this had never happened.

It was finally decided to invite one or two Councillors to the AGM and an email invitation went to Simon Cross, Parish Clerk, on about Friday 20<sup>th</sup> May; with a final confirming reply coming back on Tuesday 24<sup>th</sup> that 2 councillors would attend – this was decreased to 1 after Council elections.

There followed much discussion on what had been said and AL asked if members wanted to pay for the lights if no deal could be reached with EPPC. FM also stated "with approval we will go back again and, in the meantime, we have paid for 1 month (for lighting supply), do you want us to pay for another month?"

The members voted by show of cards that they did want the Association to pay for another month's lighting supply and to arrange a further meeting with EPPC to negotiate a deal on Street Lighting going forward.

#### **At 8.45pm the Informal Meeting resumed:**

**Minutes of the 2015 Annual General Meeting** were approved by all present and signed by FM as Chairman.

**Matters Arising:** none that would not be covered by the Agenda.

**Refurbishment of the Estate Entrances:** JC confirmed that South Strand was now complete, that Homelands Avenue was next to be refurbished followed by Willowhayne Avenue and, to a lesser extent by Manor Road, which would only require new signage and minimal landscaping.

Q: a member stated that the rumble strips proved difficult for invalid carriages and wheelchairs to negotiate.

AP said that the work was ongoing and that the entrances would be looked at again to incorporate better wheelchair access. He also said that gardening on the estate was going well but that any suggestions for improvements from residents would be gratefully received by the Secretary and passed on to the Board.

A resident asked if any changes would be made at the Golden Acre area of the estate and JC confirmed that the Board were in negotiations with West Kingston Estate to have the strip of road running for about 75 yards west of the locked gate, transferred to AoSERA's title to make maintenance more easy and to encompass the 5 properties which are technically on West Kingston Estate into Angmering on Sea Estate, which will make collecting annual maintenance easier too.

JM made an official statement that the Board had been approached by a journalist on behalf of a property on the estate, as a result of the Association not being willing to lift parking restrictions to accommodate a summer fayre (with associated parking) to go ahead with impunity from parking fines. It was confirmed that the White Lodge Residential Home did not pay estate charges and was not an Association Member, which was why the Board had been reluctant to remove the parking restrictions on the road affecting the property. The Board had made a factual statement to the journalist and no article against the Association had appeared in the local press. It was felt responsible for the Board to report on this matter as no private individual was involved.

Q: a member asked what the result of the vote was to initiate Parking Control in Homelands Avenue and Manor Road.

A: it was confirmed that the Managing Agent was arranging this with Ethical Parking (now called One Parking Solution) and more would be known in the near future.

Q: a member raised the matter of a property in Homelands Avenue having carried out extensive redevelopment and replacing a brick planter with a gravelled area.

AP: confirmed that the resident concerned would be replacing the gravel with extensive planting and intended to spend over £1,000 on replanting the verge.

A member asked if the resident who carried out the redevelopment had paid the Developers' Licence, and AP confirmed he had and had also installed a metal grid soakaway to aid surface water drainage.

AP also said that in future all driveway alterations would necessitate the installation of a metal grid drainage soakaway as the increase in hard paving to driveways and alterations to verges was having a negative impact on surface water drainage.

Q: a member asked what was happening to the verge area of a property on the corner of The Drive and The Way.

JC: confirmed that the Board was aware of brambles having been cleared and that the resident was intending to replace a dilapidated wall with fencing. The Association would then reinstate the grass verge.

Q: a member asked why the road repair and resurfacing work, carried out annually, was not put out to tender.

AP: stated that AJS Groundworks had been employed for road repairs over many years and carried out a very good job for the estate, often doing more than contracted to do without charge. They had recently put in the rumble strips and the Board was extremely pleased with their work. However if the cost of road repairs was over (say) £10,000 then other tenders would be considered.

Q: a member asked what progress was being made about the Stopping Up of the Private Right of Way.

JC confirmed that a meeting of interested residents was being arranged and that a lawyer would be present. The Secretary was liaising with an Arundel lawyer to be present at a meeting in July or August.

Q: a member asked why there was a charge for Surface Water Drainage on Water bills when the estate was privately owned and maintained.

JM confirmed that the resident could have the charge removed from the invoice.

**There being no other questions or business to discuss the meeting was closed for refreshments at 9.10pm.**