

South Hermitage Management Company Limited

28 Stones Square, Belle Vue, Shrewsbury, SY3 7JA

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Minutes for AGM 18th March 2014

Radbroke Community Centre

Bank Farm Road, Shrewsbury, SY3 6DZ

7.30p.m.

- 1 **Present:** Pam Bonner (minute taker), Diana Buckle, Jan Childs, Andrew Cross (company solicitor), Diane Elmes, Mary Fraser (secretary), Anne Hasnip (site manager), Kim Jones, Mike Jones, Hilary & David Moorcroft, Helen Morrison, Steve Parry, Tina Roberts, Jean Waterman (treasurer).
- 2 **Welcome** from Chair; Anne Hasnip standing in for Tom Brown who is recovering from illness. Introduced the meeting; including Board members, Andrew Cross (company solicitor) and housekeeping issues relating to the venue.
- 3 **Apologies for Absence:** John Lafferty, Gwen Davison, Kerri Horton, Edward & Alison Johnsen, June & Mike Walters, Andrew Richards, Tom Brown, Moira Jones, Frances Barlow, Tim Devanney, Felicity & David Palecio, Alan Roberts, Val Bywood.

Resolution 1 – To approve Minutes of the AGM 2013

Vote: A majority voted for acceptance of the minutes.

- 4 **Matters arising:**
 - a) The minutes of the AGM 2013 had been circulated in January due to a lengthy turn around by the previous company solicitor.
 - b) It was confirmed that shared guttering had been surveyed and problems attended to during the year. Shareholders are asked to keep the board informed of any problems in the future.
 - c) Adoption of Model Articles of Association 2006: It was reaffirmed that this item had been included on last year's agenda for information and that the existing Articles of Association remain in use by the company.
5. **Directors' Report:** The chair read the report and explained that residents' concerns had generally been dealt with efficiently and effectively.
 - Regarding the change of company solicitor; it was noted that Linder Myers have had some problems as a company and due to Mr Alastair Brierley not responding in a timely way to SHMC Ltd. the directors accepted a recommendation to meet with Mr Andrew Cross of Hatchers Solicitors. An initial free consultation was arranged with the board and it was agreed that he was able to meet the needs of the company.

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6. **Resolution 2** – To accept the accounts & treasurer’s report
- a) The treasurer introduced the report. Legal fees of £1500 had been included in the current year’s budget to cover any work that might be undertaken on behalf of the board during 2014 and work previously completed for the company by Alistair Brierley for which no bill had yet been received.
 - b) It was noted that the garden expenditure for the private areas has been calculated at 44% of the total garden maintenance costs. (Linked to agenda item 9).

Vote: A majority voted to accept the accounts and treasurer’s report.

7. **Resolution 3** – To appoint auditors.

Vote: A majority voted for the continued appt. of DHH Accountants.

8. **Resolution 4** – To accept site report.

Vote: A majority voted for acceptance of the site report.

9. **Resolution 5** – To agree the preferred option for continued maintenance work across the site.

- **Option 1** – Continue with the status quo
 - It was noted that this option is for both communal and what are deemed to be private areas across the site. This was in line with the management of the site since 1996.

Vote: A majority indicated that they are in favour of this option

- **Option 2** – Exclude all areas, which are deemed to be private gardens from gardening contract.

Vote: A majority indicated that they are against this option.

N.B. A poll was requested prior to this vote being taken under clause 22 of the Articles of Association. *(Normally at general meetings resolutions are passed by a show of hands a member can demand a poll, which will then be taken in such manner as the Chair directs.)*

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The chair continued the meeting according to the agenda as all registered members had been informed of the situation and offered an opportunity to vote by proxy.

(If anyone is aware of a shareholder not receiving information then please inform the secretary who will ensure that they do receive information.)

10. **A.O.B.** (if not already covered during AGM):

- I. **Terms & Conditions of Lease:** *It was noted that the Landlord is responsible for the enforcement of the covenant relating to décor and condition of individual properties. The board had made contact with the freeholder (Mr Bowler) who remained uninterested.*
- II. **Use & cost of SHMC legal advice:** *It was suggested that shareholder/directors should show a preference for face-to-face meeting rather than use the company solicitor.*
- III. **Directors' responsibilities under company law:** *A question was asked as to whether the directors know their responsibilities?*
- IV. **Communication to shareholders:** *a shareholder commented on*
 - a. *the availability of minutes of directors' meetings. It was noted that as a board the guidance of companies' house had been met.*
 - b. *providing a regular blog for shareholders to communicate with each other. To be considered.*
- V. **Memorandum of Association (Adoption of Model AofA):**
See item 4 c).

Close of Meeting: 8.35p.m.