

SOUTH HERMITAGE MANAGEMENT COMPANY
28 Stones Square Belle Vue Shrewsbury SY3 7JA

South Hermitage Management Committee
Annual General Meeting
Tuesday 27 March 2012

Attendees

Helen Morrison, Diane Elmes & Thomas Moffitt, John Lafferty, Mary Fraser & Tim Devanney, Rob Fris, Felicity and David Palacio, Francis Barlow, Louise & Chris Donaldson, Stephen & Margaret Parry, Alan & Tina Roberts, Val Bywood, Jean Waterman, Mr David Gibbs representing Diane Gough, Ron Turner, Hilary Moorcroft, Jan Childs, Suzanne Pyne, Mr & Mrs Tom Brown, Ann Hasnip, Pam Bonner and Diana Buckle,

Introduction of Directors and Committee Present:

Diane Elmes - Treasurer & Company Secretary
Helen Morrison - Minute taker
Mary Fraser – Committee
John Laverty – Committee
Rob Fris – Committee

Opening Remarks

It was explained by Diane Elmes that as there were no directors, it would not be possible to elect any directors at this meeting so an EGM would be necessary and that nominations for directors would have to be received no more than 35 days and not less than 14 days prior to such a meeting.

A long discussion took place as to why all the directors had resigned, during which Mr Stephen Parry, Tom Brown, Ron Turner and Alan Roberts spoke. Mary Fraser suggested that we should move on and not discuss these details at this time. It was suggested by Frances Barlow that details should be circulated before EGM. Full details will be circulated about nominee procedures ahead of any proposed EGM.

It was proposed that in light of the above announcement that the remainder of the AGM proceed as normal. This was agreed.

Apologies for Absence:

Andrew Richards

Approval of Minutes from 2011 AGM:

These minutes were circulated and discussed approval proposed by Frances Barlow and seconded by Felicity Palacio. Minutes were approved as correct.

Matters arising from 2011 Minutes:

None.

Directors Report:

Read by Diane Elmes – see attached.

Treasurers Report:

Read by Diane Elmes – see attached.

Accounts were approved as correct - proposed by Mary Fraser and seconded by Felicity Palacio. A discussion followed regarding resurfacing of Stones Square and it was explained by Diane Elmes where the full accounts could be viewed.

Approval required retaining DHH Accountants was proposed by Diane Elmes and seconded by Felicity Palacio

Election of Directors:

None – Pending EGM

Tabled Questions from Shareholders and Representatives:

See attached. All the questions were read and discussed and where necessary explained by the shareholders who had submitted them.

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Tabled Resolution from Shareholders and Representatives:

See attached – with results of votes. It was agreed prior to the resolutions that those of a constitutional nature be held pending the EGM when Directors to the company will be elected.

1. SHMC to distribute Proposal Proforma at least 4 weeks prior to next meeting
 - a. For **15** Against **0** Abstain **1**
2. All tenant proposals are to be received by SHMC no later than 3 weeks prior to a SHMC meeting
 - a. For **15** Against **0** Abstain **0**
3. All tenant proposals are to be published at least 2 weeks prior to a meeting
 - a. For **15** Against **0** Abstain **0**
4. *Shareholders are given the opportunity for a postal vote on all proposals*
 - a. For Against Abstain
5. *Tenants can attend the meeting but they must be informed that they have no proposal making or voting right. They can obviously raise any other business relating to living in the development*
 - a. For Against Abstain
- 5a. **This right is contained within the Articles of Association.**
6. *Consideration is given to changing the voting system for issues that only impact on either BP or SS - difficult one I know. Burlington Place to vote on Burlington Place issues, Stones Square to vote on Stones Square issues only.*
 - a. For Against Abstain
- 6a. **There was some discussion to the notion of Stones Square voting on Stones Square issues although wider issues of funding priorities would have to be agreed at wider meetings.**
7. *Voting - Numbers of Fors & Against should be recorded in the minutes*
 - a. For Against Abstain
8. *The planters in Stones Square should be knocked down to make space for additional parking.*
 - a. For Against Abstain
- 8a. **It was clear that the additional parking spaces were not required in Stones Square but it was agreed that the Committee would come up with options e.g. replicating the islands in Burlington Place. The Committee would make some proposals to the Stones Square Shareholders and once agreement reached to be put to the Directors reference spend commitments etc.**
1. To vote at the AGM that the Secretary and Treasurer are two separate roles?
 - a. For Against Abstain
2. All correspondence that is written for and on behalf of shareholders to be voted on by all committee members/directors before it is sent electronically or royal mail.
 - a. For Against Abstain
3. All shareholders to receive a paper copy of all minutes as from AGM onwards.
 - a. For Against Abstain
4. Should the SHMC invest time and expenses in undertaking fit and proper persons tests before they appoint Directors of the company?
 - For Against Abstain

Any Other Appropriate Business:

1. Ron Turner pointed out that because of the law passed last year, each property should have a Safety Certificate by Gas Board. Supported by Rob Fris whose boiler actually caught fire.
2. Tim Devanney wanted agreement dates for nomination for directors. Diane Elmes explained that all necessary information around the EGM would be published along with proposed dates.

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3. Ann Hasnip asked that when the budget for 2012 was agreed that front lawns in Stones Square should be included.
4. Mary Fraser stated that the boundaries were detailed in lease. This was in reference to an issue about over growing hedges surrounding Stones Square.
5. Frances Barlow praised Diane Elmes for the hard work she had done.
6. Tina Roberts said that she and husband Allan would volunteer to provide the Christmas tree every year

The meeting was declared closed at 9.30pm