

QUEENSWOOD GARDENS LIMITED

Company No. 4473572

Registered Office: 164 Cranbrook Road, Ilford, Essex IG1 4NR

ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Queenswood Gardens Limited will be held at The Aldersbrook Tennis Club, Blake Hall Crescent, Blake Hall Road, Wanstead, London E11 3RH on Monday 23rd March 2015 at 8.00 p.m. for the following purposes:

To receive any apologies for absence.

Resolution

1. To approve the minutes of the Annual General Meeting held on 13th January 2014.
2. To receive and adopt the Directors' Report and Accounts for the year ended 31st March 2014.
3. To elect up to three Directors to act on behalf of the Company.
4. To authorise the Directors to appoint Auditors to the Company and to fix the remuneration of the Auditors.

To transact any other ordinary business of the Company.

By order of the Board of Directors



Griff Griffith
Company Secretary

Note

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint one or more proxies to attend and vote in his/her stead; a proxy need not be a member. A form of proxy is enclosed that, to be effective, must be deposited with the Company Secretary at the registered office by 8.00 p.m. on Saturday 21st March 2015.

QUEENSWOOD GARDENS LIMITED

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ANNUAL GENERAL MEETING – 23RD MARCH 2015

EXPLANATORY NOTES

ACCOUNTS FOR FINANCIAL YEAR 2013- 2014

You may be wondering why it has taken so long to arrange the AGM following the end of the last financial year. The simple answer is that the date for the AGM could not be set until the accounts had been agreed and signed off, and that did not occur until 22nd January 2015. However, there is obviously more to it than that.

Over the past few years, we have worked to an agreed timetable with the Kings Mill Partnership (“KMP”), our accountants and auditors, on production of the accounts, and that has broadly worked reasonably well. This year was not so good. Firstly, we were notified at the end of March 2014 that the partner who had dealt with our accounts for over ten years was retiring at the end of that month. We were notified that the work would be taken over by another accountant, who was familiar with the company’s details. Not having heard anything from the new accountant, we emailed him in April and promised to send the working papers to him by the agreed date of end of May – only to learn that he had already left KMP, and that another partner would be taking over our accounts.

In the meantime, we had identified what appeared to be a long-standing issue with the accounts, in that the amount shown as still due to Founder shareholders under their original shareholders’ loans to the company did not match the amount we had calculated when working out if we had sufficient funds to repay the full outstanding amount. We sent details of this to KMP in April, asking them to assist us in finding out what had happened and, if necessary, restating the previous year’s accounts to address this anomaly. We chased this up with the new accountant in May, but little progress seemed to be happening. The treasurer and secretary arranged to meet with KMP in early August to discuss this and other issues; we provided a detailed spreadsheet showing all previous loan repayments to all lessees, opening and closing balances before and after each tranche of repayments, and our calculations of the true amount outstanding.

At the August meeting, KMP undertook to review the issue and, if they agreed with our findings, to include a brief statement explaining the reason for the error and restating the relevant entries in the accounts. We had progress updates and it appeared that, although our agreed timetable would be missed, things were moving ahead. Then we were advised that the partner now dealing with our affairs was in hospital and in a coma following surgery and that yet another partner would be dealing with us.

We finally received the first draft of the 2013-2014 accounts on 29th October and sent our comments back to KMP the following day. Another draft, incorporating some of our comments, was received on 11 December, and further draft on 29 December 2014. The final agreed draft was emailed to us on 19 January 2015 – that is the version that was approved by the directors and is included in these AGM papers.

APPOINTMENT OF AUDITORS

Under normal circumstances, shareholders are asked at the AGM to vote on a resolution to appoint a firm of auditors and authorise the directors to set their remuneration. This year, you will see that you are being asked to authorise the board to appoint auditors and fix their remuneration, without any details of the firm to be appointed.

The directors have come to the conclusion that it is time to change our auditors. There are a number of reasons for this. Firstly, the partner who had been dealing with our accounts for over ten years has retired, and we can no longer rely on his availability to answer queries from his long experience of our affairs.

Secondly, it has been increasingly difficult to deal with KMP over this past year. As noted above, draft and final accounts were very tardy in being presented to the company. Whilst we accept that changes in staff for reasons of retirement, health and leaving employment are not wholly controllable, KMP's response to events over the year has been very poor; we have only received proper attention to our affairs by making a fuss, which we should not have to do. We also accept that the discovery and resolution of the problem relating to the amount owing as shareholders' loans also required time to resolve. However, we do not think it is reasonable to present us with "final" draft accounts for board approval and signature on 29th December, when they have to be filed at Companies House by 31st December – especially as they still included unresolved issues.

The third reason that the board feels it appropriate to change auditors is purely practical. KMP are based in Croydon. It is not easy to meet with them – directors cannot just pop in to see the accountant, but have to travel across London, typically for three or more hours. In the directors' opinion, this remoteness does not help manage the process effectively or efficiently.

Under the circumstances, the board would like to find and appoint a local firm of accountants who will be responsive to our requirements and be accessible should the need arise to meet with them. Time pressures on dealing with the last financial year's accounts and arranging for the AGM has not allowed the directors to search for and get proposals from suitable local firms of accountants prior to the AGM. They are therefore asking shareholders to authorise them to appoint auditors in due course. The choice would, of course, be subject to review by shareholders at the next AGM.

QUEENSWOOD GARDENS LIMITED

Company No. 4473572 – Registered in England & Wales
Registered Office: 164 Cranbrook Road, Ilford, Essex IG1 4NR

MINUTES OF THE ANNUAL GENERAL MEETING HELD AT THE ALDERSBROOK TENNIS CLUB, BLAKE HALL CRESCENT, BLAKE HALL ROAD, WANSTEAD, LONDON, E11 3RH AT 8PM ON MONDAY 13TH JANUARY 2014

Present:

Griff Griffith (Company Secretary)
Bob Haswell (Treasurer)
Pauline Thurman
Mike Thompson
Gerry Cox

In Attendance:

Steve Barrable (Hull & Co.)

There were 22 shareholders present. Apologies had been received from Derek Mitchell (Auditor – The Kings Mill Partnership), Mr Len Kerridge (Director, flat 135), Mr J Mulrooney (flat 9), Ms K Roddy (flat 14,) Mrs J C Welham (flat 21) and Mr B Living (flat 117).

Agenda Item

- 1 **To approve the Minutes of the Annual General Meeting held on 21st November 2012:**

Approval was proposed by Miss Mazarelo (flat 23) and seconded by Miss Kelly (flat 49).

Vote: Unanimous in favour – the Minutes were agreed.
- 2 **To receive and adopt the Directors' Report and Accounts for the year ended 31st March 2013:**

Approval was proposed by Mr Penny (flat 59) and seconded by Miss McEwen (flat 8).

Vote: Unanimous in favour – the Report and Accounts were adopted.
- 3 **To elect up to three Directors to act on behalf of the Company:**

Only two candidates had been proposed for election to the Board.

To re-elect Len Kerridge

Vote: Unanimous in favour – Len Kerridge was re-elected to the Board.

To re-elect Pauline Thurman

Vote: Unanimous in favour – Pauline Thurman was re-elected to the Board.
- 4 **To re-appoint the Kings Mill Partnership as Auditors to the Company and to authorise the Directors to fix the remuneration of the Auditors:**

Vote: Unanimous in favour – the Kings Mill Partnership was reappointed as Auditors and Directors of Queenswood Gardens Ltd authorised to fix the remuneration of said Auditors.

The formal part of the AGM then closed, and the floor was opened for questions from lessees.

- a Miss Mazarelo asked if any further lease extensions had been sold. Bob Haswell answered that five or six had been sold, involving considerable (taxable) premium income. He said that because of this, the Board hope to repay the shareholders' loans during 2014. Griff Griffith commented that a small number of lessees had failed to sign their loan agreements and they would be asked to complete these before the repayment is made.

Mr Harrison (flat 52) asked if there was a 'period of limitation' for not signing the agreement before it was cancelled. He was advised that there was no such period; however, if the documentation had not been signed then there was no agreement. Griff Griffith explained the history of the loan made by shareholders to the company.

Mr Harrison asked if any of the residents who had not signed the document would have any future claim on the company at a later date. Griff Griffith said that the company would prefer to get the missing documents signed and completed. The repayment could then be made to those tardy shareholders.

- b Mr Penny (flat 59) asked about potential dividend payments in the future. Griff Griffith explained that when the last lease extension was sold then the company had no more income. However, there were costs of approximately £2,000 p.a to run the company and enough money would need to be retained to ensure that these charges were covered for the foreseeable future. He felt that some dividend payments could be made but that this was a decision to be made by a board of directors in the future.

It may be possible, when all lease extensions have been sold, for Queenswood Management Association Ltd to take over Queenswood Gardens Ltd to form one company but the company's ordinary shareholders, who would not be eligible for dividends could block this decision, as it would require a 75% majority of Queenswood Management Association Ltd shareholders to effect this, and 26% of them are ordinary shareholders in Queenswood Gardens Ltd.

The Meeting closed at 8.30 pm

QUEENSWOOD GARDENS LIMITED

FINANCIAL STATEMENTS

for the year ended
31st March 2014

Company number: 4473572



Kings Mill Partnership
Chartered Accountants
Statutory Auditors

QUEENSWOOD GARDENS LIMITED**DIRECTORS' REPORT
for the period ended 31st March 2014**

Directors: E K Griffith (Secretary) M J Thompson
R J Haswell (Treasurer) P A Thurman
G L Kerridge G J Cox

The directors submit their report together with the financial statements for the year ended 31st March 2014.

REVIEW OF THE BUSINESS

The company was incorporated on 29th June 2002, its principal object being to acquire and hold the freehold of Queenswood Gardens, Wanstead, London E11 on behalf of the lessees.

The freehold was acquired on 29 March 2004 and the Founder Members were each granted 999 year leases. The Board is conscious of its duty to ensure that the company has sufficient funds to meet its running costs. The only regular source of income is that from ground rents on the unextended leases which are, in themselves, not enough to cover annual costs.

During the year under review, seven further lease extensions were granted to non-Founder members, who all became ordinary shareholders.

Any funds from premiums received on the grant of lease extension, net of corporation tax, that the Board considers to be in excess of the company's foreseeable needs will be returned to members, initially by way of repayment of loans.

DIRECTORS

The directors who served during the year under review were as follows:

E K Griffith
R A Haswell
G L Kerridge
P A Thurman
M J Thompson
G J Cox

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period.

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

AUDITORS

A resolution will be put to the forthcoming Annual General Meeting for the appointment of auditors for the ensuing year.

The directors' report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

This report was approved by the board on 22 January 2015.

R J Haswell
Directors

Griff Griffith

**TO THE SHAREHOLDERS OF
QUEENSWOOD GARDENS LIMITED**

We have audited the financial statements of Queenswood Gardens Limited for the year ended 31 March 2014 on pages three to seven. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' Responsibilities Statement set out in the Directors' Report, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' regime in preparing the directors' report.

**Romit Basu (Senior Statutory Auditor) for
and on behalf of Kings Mill Partnership
Chartered Accountants and Statutory Auditors
75 Park Lane
Croydon
Surrey
CR9 1XS**

2015

QUEENSWOOD GARDENS LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31 March 2014

	Note	2014 £	2013 £
Turnover	2	1,420	1,420
Administrative expenses		(522)	1,310
Operating profit/(loss)		1,942	110
Capital gains on lease extensions		146,640	-
		148,582	110
Taxation	3	27,037	22
Profit/(Loss) for the year		£121,545	£88

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the above two financial years.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There were no recognised gains and losses for the above two financial years other than those included in the profit and loss account.

QUEENSWOOD GARDENS LIMITED

BALANCE SHEET
as at 31st March 2014

	Note	2014		2013 (Restated)	
		£	£	£	£
FIXED ASSETS					
Tangible assets	4		132,834		168,597
CURRENT ASSETS					
Debtors	5	2,842		1,437	
Cash at bank		231,145		47,988	
		<u>233,987</u>		<u>49,425</u>	
CREDITORS: Amounts falling due within one year	6	<u>33,260</u>		<u>6,013</u>	
NET CURRENT ASSETS			200,727		43,412
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>£333,561</u>		<u>£212,009</u>
CREDITORS: amounts falling due after one year	7		107,643		107,643
CAPITAL AND RESERVES					
Called up share capital	8		131		124
Profit and loss account			225,787		104,242
			<u>£333,561</u>		<u>£212,009</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2013 relating to small companies and were approved by the board on 22 January 2015.

R J Haswell

Griff Griffith

Directors

QUEENSWOOD GARDENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2014
1. ACCOUNTING POLICIES

The following are the more important accounting policies adopted by the company:

(a) Basis of Accounting

The financial statements are prepared under the historical cost convention and in accordance with Accounting Standards

(b) Fixed assets

In accordance with those standards, the freehold of the estate is shown at original cost to the company, less that part of the cost attributable to leases which have been extended.

As and when lease extensions are granted, the equivalent proportion of the cost is deducted and is shown as a disposal.

Given that the residual value to the Company of an extended lease is nominal, once all of the leases have been extended, the cost in the Balance Sheet will be reduced to £1.

(c) Depreciation

No depreciation is provided on the company's freehold property as it is not considered to be a wasting asset

2. INCOME

The company's normal source of income is from ground rents on leasehold properties.

It also has potential income from the sale of extended leases.

	2014	2013
	£	£
Proceeds from lease extensions	182,403	-
Costs	35,763	-
	<u>£146,640</u>	<u>£0</u>

3. TAXATION

	2014	2013
	£	£
UK Corporation tax @ 20%	£27,037	£22

4. FIXED ASSETS

	2014	2013
	£	(Restated)
		£
Freehold of Queenswood Gardens, Wanstead		
Cost brought forward	168,597	168,597
Less: Disposals in the year	35,763	-
	<u>132,834</u>	<u>168,597</u>
As at 31 March 2014	<u>£132,834</u>	<u>£168,597</u>

QUEENSWOOD GARDENS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2014 (continued)
5. DEBTORS

	2014	2013
	£	£
Sundry debtors	2,202	789
Prepayments	640	648
	<u>£2,842</u>	<u>£1,437</u>

6. CREDITORS: Amounts falling due within one year

	2014	2013
	£	£
Accruals	5,774	5,462
Corporation tax	27,131	138
Other creditors	355	413
	<u>£33,260</u>	<u>£6,013</u>

7. CREDITORS: Amounts falling due after one year

	2014	2013
	£	(Restated)
		£
Shareholders' loans	107,643	107,643

Shareholders' loans are unsecured and were contributed to provide sufficient funds for the purchase of the freehold as not all leaseholders participated. They are repayable at the discretion of the Board, subject to sufficient funds being available. No shareholders' loan repayments were made during the financial year.

8. CALLED UP SHARE CAPITAL

	2014	2013
	£	£
Authorised		
116 Founder Shares of £1 each	116	116
42 Ordinary Shares of £1 each	42	42
	<u>£158</u>	<u>£158</u>
Allotted, issued and fully paid		
116 Founder Shares of £1 each	116	116
15 Ordinary Shares of £1 each	15	8
	<u>£131</u>	<u>£124</u>

During the year, a further seven Ordinary Shares were issued to lessees who had extended their leases.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st March 2014(continued)

9. SHAREHOLDERS' FUNDS

	2014	2013
	£	£
Opening shareholders' funds	104,366	104,278
Issue of ordinary shares	7	-
Retained profit/(loss) for the year	121,545	88
Closing shareholders' funds	<u>225,918</u>	<u>104,366</u>

STATEMENT OF RETAINED PROFIT

	2014	2013
Retained profit brought forward	104,242	104,154
Retained profit/(loss) for the year to date	121,545	88
Retained profits carried forward	<u>£225,787</u>	<u>£104,242</u>

10. RESTATEMENT

As part of the planned final repayment of Shareholders' Loans, the Directors asked the auditors to review the total of the loans to be repaid with the balances carried in the company's accounts.

The result of the review showed that, when the company was newly formed, part of the initial costs of acquiring the freehold, made from the original Fighting Fund, were written off at the time instead of being added to the cost of the freehold and credited to Shareholders' Loans.

As a result the figures brought forward for the Freehold cost and the Shareholders' Loans have both been adjusted by an amount of £19,392. In addition, previously uncleared repayment cheques have been re-included in Shareholders' loans.

QUEENSWOOD GARDENS LIMITED

DETAILED PROFIT AND LOSS ACCOUNT
 for the year ended 31st March 2014

	2014		2013	
	£	£	£	£
GROUND RENT RECEIVABLE		1,420		1,420
ADMINISTRATIVE EXPENSES				
Printing postage & stationery	299		207	
Bank charges	113		76	
Insurance	706		692	
Legal and professional fees	235		235	
Audit and accountancy	1,010		720	
Companies House and other costs	15		15	
	<u>2,378</u>		<u>1,945</u>	
Less: Recovered from lessees	<u>2,900</u>		<u>635</u>	
		(522)		1,310
PROFIT/(LOSS) BEFORE TAXATION		<u>£1,942</u>		<u>£110</u>

This page does not form part of the statutory financial statements and is for the information of the directors only.

QUEENSWOOD GARDENS LIMITED

Company No. 4473572

Registered Office: 164 Cranbrook Road, Ilford, Essex IG1 4NR

ANNUAL GENERAL MEETING

23RD MARCH 2015

ELECTION OF DIRECTORS

The Company's Articles of Association require that one-third of the directors, or the number nearest one-third, shall retire from office at the Annual General Meeting each year. The directors to retire each year are those who have been longest in office, or if directors have been in office for the same length of time, by agreement amongst themselves. Accordingly, Gerry Cox and Mike Thompson are retiring from the board and, being eligible, are offering themselves for re-election.

If other candidates are put forward for election, their details will either be circulated in advance - if time permits - or be made available at the AGM.

The company's Articles of Association allow for up to seven directors to serve on the Board. At present, there are six directors, and thus - including the vacancies created by the two directors who are stepping down and offering themselves for re-election - up to three directors may be elected at the AGM. If two or more further candidates are nominated in accordance with the company's Articles of Association, a ballot will be held at the meeting for the purpose of electing a total of three directors.

Brief details about Gerry and Mike are provided below for your information.

Gerry Cox

Gerry Cox has lived locally for many years, and has been a resident of Queenswood Gardens for the past three years. He has run his own business for a number of years.

Gerry has been a committee member of the Aldersbrook Tennis Club for 38 years, and is now General Manager of the club.

Mike Thompson

Mike Thompson has lived at Queenswood Gardens since 1997. He is strongly committed to working for the good of the Queenswood Gardens community - as a founder shareholder, he takes a very active interest in the affairs of the company and the estate. Mike has been a director of Queenswood Gardens Ltd since 2006.

He is a bank manager in the City, where he has worked for more than 20 years. In what little spare time he has, Mike is a keen sportsman, playing cricket and golf himself and enjoys watching all sports.