

Queenswood Management Association Limited

Company No: 1008511 Registered in England and Wales
Registered Office: 164 Cranbrook Road, Ilford, Essex, IG1 4NR

MINUTES OF THE ANNUAL GENERAL MEETING HELD AT THE ALDERSBROOK BOWLING CLUB, ALDERSBROOK ROAD AT 8.00 PM ON WEDNESDAY 10TH MARCH 2010

Present:

Board members as follows:

Griff Griffith (Company Secretary)

Bob Haswell (Treasurer)

Gerald Cox

Len Kerridge

Pauline Thurman

Mike Thompson

In Attendance:

Steve Barrable (Hull & Co)

Derek Mitchell (The Kingsmill Partnership)

There were also nine shareholders present. Apologies for absence had been received from Mr Taylor (Flat 35), Miss Kelly (Flat 49), Mr J. McElarney (Flat 75), Mr Barritt & Ms Inglott (Flat 91), Mr Radberg (Flat 94), and Mr Living (Flat 117)

Agenda

Item

- 1 To approve the minutes of the Annual General Meeting held on 4th March 2009

In response to queries on point 6 of the minutes, Griff Griffith advised that he had reported back to those concerned and they were, he understood, reasonably satisfied. In response to a further question, the meeting was advised that some car park lights have been turned off to reduce light pollution and electricity costs.

Approval of the minutes was proposed by Mr Treacher (Flat 113) and seconded by Mr Penny (Flat 59)

Vote: Unanimous in favour – the minutes were approved.

- 2 To receive and adopt the Directors' Report and Accounts for the year ended 31st March 2009:

Mr Penny (Flat 59) queried a significant drop in income between the two years shown in the accounts. Steve Barrable said that the difference was chiefly related to the costs for the external decorations. The window cleaner's costs had increased because of a new way of working; the window cleaner no longer uses a ladder to reach the higher floors but uses a brush on a pole. Some residents felt that the standard of window cleaning was unsatisfactory; Griff Griffith explained that alternative methods would be prohibitively expensive. It was

noted that the external decorations were carried out in 2008.

Adoption of the Report & Accounts was proposed by Mr Mullan (Flat 69) and seconded by Ms Roddy (Flat 11).

Vote: Unanimous in favour – the Report and Accounts were adopted.

3 To elect up to four Directors to act on behalf of the Company:

Only three candidates had been proposed for election to the board.

To re-elect Bob Haswell

Vote: Unanimous in favour – Bob Haswell was re-elected to the Board

To elect Gerry Cox:

Vote: Unanimous in favour – Gerry Cox was elected to the Board

To re-elect Len Kerridge:

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

4 To appoint Auditors to the Company and to authorise the Directors to fix the remuneration of the Auditors:

Proposals for the company's accounting & auditing work had been received from the Kings Mill Partnership, the current auditors, and Maurice Lake & Co.

Taking due notice of the discussions on this issue that had taken place at the AGM of Queenswood Gardens Ltd earlier the same evening (details of which are set out in an appendix to these minutes), it was agreed that the meeting should move directly to a vote on the two proposals. The board abstained from voting so as not to influence members' votes.

Vote:

Kingsmill Partnership: 10 votes

Maurice Lake: 2 votes

It was therefore agreed to retain the Kings Mill Partnership for one year with provisos and to authorise the Directors to fix the remuneration of the Auditors.

5 Any Other Business:

❖ **Window Cleaning:**

Mr Mullan (Flat 69) asked if it was possible to opt out of window cleaning, as he was worried that his new windows could get damaged by the long brush & pole now used by the window cleaner. Griff Griffith felt that this would be difficult, as there is no external indication of flat numbers to enable the window cleaner to identify which flats did not want their windows cleaned. Mr Treacher (Flat 113) suggested some form of

sticker that could be seen by the window cleaner to show which windows were to be cleaned – Griff Griffith felt that this would be difficult to see from ground level. Steve Barrable suggested that any residents who were unhappy with the way the windows are cleaned should advise Hull & Co. Griff Griffith suggested that Hull & Co should be asked to look at alternative, affordable, window-cleaning methods.

❖ **Anti-social behaviour:**

Ms Roddy (Flat 11) mentioned the problems last summer with quad-bikes on the estate. She thanked the board for sorting this out and said that the situation had dramatically improved during the last few months.

There was a discussion about the small fires that were being set in Block D's bin cupboards. Some residents thought that it was someone in the block, whilst other believed it was outsiders, although there was no evidence either way

Mr Mullan (Flat 69) mentioned the very bad situation with a tenant in block A last year and wanted to thank the board for all their help in clearing this problem up. Griff Griffith said that the board and Hull & Co had received excellent co-operation from the lessee of the flat concerned.

❖ **Gardens:**

Mrs Lucas (Flat 3) wished her thanks to be passed to the resident who looks after a section of garden outside block B. Bob Haswell agreed to do this and advised that the resident worked very closely with Nigel Jones, the gardener, on this area.

Mr Penny (Flat 59) mentioned the fact that there is little planting in the gardens alongside the border with Blake Hall Road. Bob Haswell confirmed that more planting would be put in this year and he will keep an eye on the area.

❖ **Maintenance:**

Mr Penney (Flat 59) thanked the board for arranged the repair of two leaks in the corridor wall of this block.

Mr Cumberland (Flat 95) mentioned that a blockage in a drainpipe had flooded his kitchen – it had been sorted out but he asked if this was a common problem. Bob Haswell confirmed that it was the most common form of leak, and was usually due to occupants putting items & rubbish down drains that should be disposed of elsewhere.

❖ **Doors:**

The meeting was unhappy with the condition of the doors installed by Crystal Windows who had agreed to puts new bolts on all doors but to date had only visited block D. The board advised that they are still chasing Crystal Windows to resolve the problem.

❖ **Boundary Wall:**

Mr Penney (Flat 59) asked if the damaged boundary wall would be repaired. Griff Griffith explained that National Grid/Transco had asked for permission to use the break in the wall as a temporary pavement whilst doing some work on their gas pipes, and that in return they would reinstate the wall without any costs to Queenswood Management Association Ltd. This offer had been accepted.

❖ **Arrears:**

Mrs Lucas (Flat 3) asked if the estate's largest debtor had paid anything against his debt. Griff Griffith said that he hoped the situation would be resolved in the next few months. He could not go into details for reasons of confidentiality, but he confirmed that fruitful discussion on resolving the problem were ongoing.

There was discussion on how the board recovered monies due, including taking legal action for forfeiture of the lease when necessary.

❖ **Insurance:**

Griff Griffith mentioned that the company's buildings insurance does not cover every eventuality in every flat. He wanted residents to be aware of this and to note that it was individual residents' responsibility to obtain any cover that they felt was necessary for their own personal effects and their liabilities to third parties.

There being no other business, the meeting closed at 10.00 pm

APPENDIX 1 – QUEENSWOOD GARDENS LTD AGM, 10TH MARCH 2010
Discussion Regarding Appointment of Accountant/Auditor

Proposals for the company's accounting & auditing work had been received from the Kings Mill Partnership, the current auditors and Maurice Lake & Co.

Derek Mitchell of the Kings Mill Partnership was present at the meeting and offered to leave the meeting while the subject was considered.

Ms Roddy (Flat 11) asked that Mr Mitchell should be allowed to remain while she made a number of points that she wished to be recorded. She felt that the Kings Mill Partnership should be congratulated for all Derek Mitchell's hard work and she would like to extend her personal thanks. She agreed that the board was correct to review their advisors periodically but felt that the company should be wary of change for change's sake, and for financial reasons, as in her previous experience serving on the board of Queenswood Management Association Ltd, she was aware of auditors who had failed to carry out business correctly. In her opinion, Derek Mitchell held the history and continuity of Queenswood Gardens and shareholders, again in her opinion, had little information on the alternative proposed. She also felt that the Kings Mill Partnership in the person of Derek Mitchell had been instrumental in the successful establishment of Queenswood Gardens Ltd, had been prepared to delay payment of the Kings Mill Partnership's fees until the company had an improved financial position and had served the company well, which should be taken into account when considering appointment of auditors for the future. Derek Mitchell then left the meeting.

A query was raised as to why the Board was looking to other firms. Griff Griffith replied that the board had been concerned about the situation for the past couple of years and had felt that the amount of attention Queenswood Gardens Limited was receiving from the Kings Mill Partnership had reduced and was continuing to reduce. The accounts had been received almost too late this year to meet the statutory deadline for holding the AGM, and it was at times proving very difficult to get any response from the Kings Mill Partnership. He explained that ground rents for 35 flats are collected by Hull & Co; Bob Haswell as Treasurer sends all income and expenditure details to the Kings Mill Partnership, together with details of any lease extensions that have been sold. This information is used by the Kings Mill Partnership to prepare a spreadsheet that is in turn emailed to Griff Griffith for discussion at the regular board meetings. When drafts are returned to the Kings Mill Partnership, the board have on a number of occasions discovered that the requested changes haven't been made and the first drafts have been sent back as final accounts. This puts pressure on the board to micro-manage the Kings Mill Partnership's work.

Griff Griffith also mentioned that on a number of occasions, accounts for Queenswood Gardens Ltd - or sometimes Queenswood Management Association Ltd - had been delivered late to Companies House, incurring fines, and on one occasion he had been advised that debt collectors would be visiting his home address to collect an unpaid fine, despite having reminded the Kings Mill Partnership of the need to sort it out and pay any outstanding fines due.

Bob Haswell stated that if the meeting decided to re-elect the Kings Mill Partnership then changes would have to be made and Kings Mill would have to work better to deadlines.

Steve Barrable said that he has worked with Maurice Lake on other sites for about 35 years. He said that they specialise in flat management and have never caused any fines for late accounts. The board felt that insufficient care was taken with the spreadsheets they currently received and it became infuriating and time-consuming to deal with this. Mr Penny (Flat 59) said that this was not his experience when he worked with the Kings Mill Partnership and Ms Roddy (Flat 11) advised that she had recommended Kings Mill to clients with a 100% success rate and no complaints.

Steve Barrable said that the Kings Mill Partnership seemed to be passing the Queenswood Gardens account onto juniors for them to deal with. Griff Griffith agreed and said that it was a relatively simple account and the accounts submitted should be correct; board members should not have to chase Kings Mill over basic errors. Recommending a change in auditors is not a decision that the board has taken lightly.

Mrs Lucas (Flat 3) suggested that the shock of possibly losing the account could make the Kings Mill Partnership offer a better service in the coming year. Griff Griffith felt that if the decision was made to remain with the existing contract then commitments would be needed. All deadlines would have to be met.

Mr Penny (Flat 59) mentioned that Maurice Lake & Co could not produce audited accounts – Steve Barrable advised that a firm would have to be a registered auditor to do this, but Maurice Lake & Co’s quote for the work included using an external auditor to review their work. Mr Penny felt that caution would be better and suggested giving the Kings Mill Partnership a list of the changes required and try them for another year.

Ms Roddy (Flat 11) felt that if the board wanted to change accountants at the next AGM then a member of that firm should attend to answer any questions. She also advised that, in the past, she had set up a system whereby the accountant sent her a postcard when they receive the signed accounts. Griff Griffith felt that this was not necessary as the accounts were sent by Special Delivery and were, therefore, already signed for and trackable

Mr Mullen (Flat 69) asked if the board thought that the service would improve if the Kings Mill Partnership were to be reappointed but with firm deadlines. The board felt that this was certainly possible, though not guaranteed.

Ms Roddy (Flat 11) suggested that the Kings Mill Partnership should be re-appointed as auditors to the Company, with authorisation for the directors to fix the remuneration of the auditors for the term of one year and with provisos for service levels. This was supported by Mrs Lucas (Flat 3). The meeting then voted on which of the two formal proposals for appointment as the company’s auditors/accountants should be accepted. The board abstained from voting so as not to influence members’ votes.

Vote:

Kings Mill Partnership: 10 votes
Maurice Lake: 4 votes

It was therefore agreed to retain the Kings Mill Partnership for one year with provisos and to authorise the Directors to fix the remuneration of the Auditors.

Derek Mitchell rejoined the meeting and was advised on the meetings decision to re-appoint the Kings Mill Partnership as the company's auditors/accountants.