

**QUEEN'S CLUB GARDENS LIMITED
(the Company)**

(Company no. 002753094)

MINUTES OF THE ANNUAL GENERAL MEETING

**Held at
Fulham Prep School
200 Greyhound Road, London W14 9RY**

**On
13th December / 2023 at 7.30 pm**

Present	Name	Position
	Natalie Brewer	Director
	Jeremy Chidson	Chairman
	Michael Derome	Director
	Pauline Fowler	Director
	Joanna Interbitzin-Stone	Director
	Roger Mumford	Director
	Richard Williams	Director

In Attendance	Name	Position
	Stephen Ellman Martin Newhouse	Rendall & Rittner Limited, managing agents of the Company
	David Emery	Winckworth Sherwood LLP, solicitors to the Company

1. Chairman

Jeremy Chidson was Chairman of the meeting.

2. Introductions and Quorum

2.1 The Chairman welcomed members. He said that UHY Hacker Young had informed him that they had received 67 valid proxies by the prescribed deadline. Subsequently 7 proxies were withdrawn as the members or their proxies attended the meeting.

2.2 It was therefore declared that a quorum was present and that the meeting had been duly convened.

2.3 The Chairman introduced Mr Stephen Ellman and Martin Newhouse of Rendall & Rittner, the managing agents, and Mr David Emery of Winckworth Sherwood LLP. He then introduced himself and the other directors.

2.4 At the outset of the meeting, the Chairman explained that as in previous years, after the formal AGM itself, there would be an opportunity for members to raise any other matters.

3. Annual Reports

The Reports of the Directors and the Auditors and the Accounts of the Company for the year ended 31st December 2022 were presented by Mr Chidson.

4. Resolutions

4.1 The resolutions set out in the notice convening the meeting were duly proposed, discussed and voted on.

4.2 **Resolution 1:** *To receive and consider the reports of the Directors and the Auditors and the Accounts of the Company for the year ended 31st December 2022.*

4.2.1 There was a discussion concerning the finances of the Company. A member from Irving Mansions and Ms Maggie Maloney (18 Newton Mansions) raised concerns about the Company's receipts in relation to the current inflationary environment and that the financial management strategy was not prudent. The Chairman explained the Company is not holding significant sums this financial year as it has utilised almost all the cash resources to lend to the service charge account to avoid the need for prohibitive service charge increases.

4.2.2 The Chairman also noted ground rents were still being collected as the Company still required funds for its day to day expenses.

4.2.3 Resolution 1 was then proposed by Ms Erika Lang (9 Ruskin Mansions) and seconded by Mrs Korin Harvey (19 Victoria Mansions).

4.2.4 On a show of hands, there were 21 votes for the resolution and 1 against with no abstentions.

4.2.5 Resolution 1 was therefore passed on a show of hands.

4.2.6 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 81 in favour of the resolution with 1 against and no abstentions.

4.3 **Resolution 2.1:** *To re-elect Roger Mumford as Director.*

4.3.1 Resolution 2.1 was proposed by Mr Nicholas Beale (18 Newton Mansions) and seconded by Ms Erika Lang (9 Ruskin Mansions).

4.3.2 On a show of hands, there were 22 votes for the resolution and 1 against with no abstentions.

4.3.3 Resolution 2.1 was therefore passed on a show of hands.

4.3.4 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 81 in favour of the resolution with 2 against and no abstentions.

4.4 Resolution 2.2: *To re-elect Richard Williams as Director.*

- 4.4.1 Resolution 2.2 was proposed by Mr David Nicholson (18 Unwin Mansions) and seconded by Miss Prys-Roberts (7 Unwin Mansions).
- 4.4.2 On a show of hands, there were 21 votes for the resolution and none against with no abstentions.
- 4.4.3 Accordingly, Resolution 2.2 was therefore passed on a show of hands.
- 4.4.4 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 80 in favour of the resolution with 1 against and no abstentions.

4.5 Resolution 3.1: *To elect Joanna Inderbitzin-Stone as a new Director.*

- 4.5.1 Resolution 3.1 was proposed by Mr Salem Mezhoud (19 Quain Mansions) and seconded by Mr Darryl Fernandez (17 Unwin Mansions).
- 4.5.2 On a show of hands, there were 23 votes for the resolution and none against with 1 abstention.
- 4.5.3 Resolution 3 was therefore passed on a show of hands.
- 4.5.4 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 82 in favour of the resolution with 1 against and 1 abstention.

4.6 Resolution 4: *To reappoint LB Co Ltd trading as Lees-Buckley & Co as Auditors and authorise the directors to fix their remuneration.*

- 4.6.1 Resolution 4 was proposed by Ms Erika Lang (9 Ruskin Mansions) and seconded by Miss Lindy Prys-Roberts (7 Unwin Mansions).
- 4.6.2 On a show of hands, there were 24 votes for the resolution and none against with 1 abstention.
- 4.6.3 Resolution 4 was therefore passed on a show of hands.
- 4.6.4 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 83 in favour of the resolution with 1 against and 1 abstention.

- 4.7 Resolution 5:** *Amended articles of association in the form made available to members be approved and with immediate effect on the date of 14th December 2023 adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.*
- 4.7.1 Ms Theo Antipas (19 Owen Mansions), Mr Salem Mezhoud (19 Quain Mansions) and Mr Nicholas Beale (18 Newton Mansions) raised questions about the new articles. There were concerns about the possibility of a notice of a resolution or a members' meeting accidentally not being given to a member (or to a large group of them) but that meeting or resolution would still have been validly held or circulated (as applicable). Mr Emery confirmed that this provision was unchanged from the existing articles of the Company and so was already in effect. There were also concerns about a member receiving a notice of a meeting via a website, but not giving permission for receiving a notice in this way or that the new articles allowed for them to be deemed to have received notice when this had not occurred. Mr Emery confirmed that in both instances the proposed articles merely re-state, in near exact wording, what is in the Companies Act 2006 and that parsing their meaning would not lead to these outcomes.
- 4.7.2 Resolution 5 was proposed by Mr David Nicholson (18 Unwin Mansions) and seconded by Mrs Korin Harvey (19 Victoria Mansions).
- 4.7.3 On a show of hands, there were 16 votes for the resolution and 7 against with 1 abstention.
- 4.7.4 Resolution 5 was therefore passed on a show of hands.
- 4.7.5 In addition, after withdrawals, the final vote count including the remaining members' proxies which had been given to the Chairman of the Meeting was 75 in favour of the resolution with 8 against and 1 abstention.
- 4.7.6 *The Chairman then declared that as there was no other business the formal section of the meeting was closed.*