

**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  
16<sup>th</sup> March 2023 at 7.30 pm**

<b>Present</b>	<b>Name</b>	<b>Position</b>
	Natalie Brewer	Director
	Jeremy Chidson	Chairman
	Michael Derome	Director
	Pauline Fowler	Director
	Roger Mumford	Director
	Richard Williams	Director

  

<b>In Attendance</b>	<b>Name</b>	<b>Position</b>
	Stephen Ellman	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 94 valid proxies by the prescribed deadline. Subsequently 24 proxies were withdrawn as the members or their proxies attended the meeting.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 of Rendall & Rittner, the managing agents and Mr David Emery of Winckworth Sherwood. 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 31<sup>st</sup> December 2021 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 31<sup>st</sup> December 2021.*

4.2.1 There was a discussion concerning the finances of the Company.

4.2.2 The Chairman noted the ground rents were still being collected as the Company still required funds and as a result had recently been able to provide significant temporary funding to the service charges.

4.2.3 Resolution 1 was then proposed by Mr David Nicolson (18 Unwin Mansions) and seconded by Mr Stephen McCarron (16 Livingstone Mansions).

4.2.4 On a show of hands, there were 46 votes for the resolution and 4 against with no abstentions.

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

4.2.6 In addition, after withdrawals, 66 of the remaining members' proxies which had been given to the Chairman of the Meeting were in favour of the resolution with 3 against and no abstentions.

4.3 **Resolution 2.1:** *To re-elect J J Chidson as Director.*

4.3.1 After discussion concerning the role of proxies and the procedure for appointing a Chairman of the board of directors, and on the appointment of directors more generally, the Chairman called for the meeting to vote on Resolution 2.1.

4.3.2 It was further suggested that the use of blank proxies could be considered a conflict of interest as the Chairman was one of the Directors standing for re-election. The Chairman explained the process and discretion allowed to proxies was subject to the instructions of the appointing member(s).

4.3.3 Resolution 2.1 was proposed by Mr Darryl Fernandez (17 Unwin Mansions) and seconded by Ms Lindy Prys-Roberts (7 Unwin Mansions).

4.3.4 On a show of hands, there were 25 votes for the resolution and 22 against with no abstentions.

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

4.3.6 In addition, after withdrawals, 61 of the remaining members' proxies which had been given to the Chairman of the Meeting were in favour of the resolution and 8 against with no abstentions.

**4.4 Resolution 2.2:** *To re-elect P E Fowler as Director.*

4.4.1 Resolution 2.2 was proposed by Ms Korin Harvey (19 Victoria Mansions) and seconded by Mr Nicholas Woollcombe (11 Zenobia Mansions).

4.4.2 On a show of hands, there were 23 votes for the resolution and 23 against with no abstentions.

4.4.3 The Chairman then called for a poll. After withdrawals, 62 of the remaining members' proxies which had been given to the Chairman of the Meeting were in favour of the resolution and 7 against with no abstentions meaning that in total there were 85 votes in favour and 30 against with no abstentions.

4.4.4 Accordingly, Resolution 2.2 was therefore passed on a poll vote.

**4.5 Resolution 3:** *To reappoint LB Co Ltd trading as Lees-Buckley & Co as Auditors and authorise the directors to fix their remuneration.*

4.5.1 Resolution 3 was proposed by Mr David Nicholson (18 Unwin Mansions) and seconded by Mr Salem Mezhoud (19 Quain Mansions).

4.5.2 On a show of hands, there were 42 votes for the resolution and 3 against with no abstentions.

4.5.3 Resolution 3 was therefore passed on a show of hands.

4.5.4 In addition, after withdrawals, 66 of the remaining members' proxies which had been given to the Chairman of the Meeting were in favour of the resolution and 1 against with no abstentions.

**4.6 Resolution 4:** *Amended articles of association in the form made available to the members be approved and with immediate effect on the date of 17 March 2023 adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.*

4.6.1 Points were raised following discussions on the proposed new Articles as to whether a more consultative approach should be used when changes to the Company's articles of association were proposed.

4.6.2 A criticism raised on the proposed new articles was that they allowed for sole service of notices via a website, in particular allowing for notices of general meetings to be given solely via the web, as envisaged in article 12. It was noted that a number of members did not have internet access and would be excluded if the Company did exercise this right.

4.6.3 A few typographical and cross-referencing errors were highlighted by members and acknowledged by David Emery of Winckworth Sherwood LLP, the firm who drafted the proposed new Articles of Association.

4.6.4 After lengthy discussions, in view of the concerns raised at the meeting, Resolution 4 was withdrawn by the Chairman acting in his discretionary powers under the existing Articles of Association of the Company.

4.6.5 The board of directors noted that the proposed Articles would be revised and resubmitted for approval in due course.

4.6.6 *The Chairman then declared that as there was no other business the formal section of the meeting was closed.*