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|  | **Residential Management Company limited by guarantee with no shares****Co no.:**  **04659245 Registered in England and Wales Registered office:**  c/o Estate Office, Winterthur Way,Basingstoke RG21 7UB **Agent:** Lisa Cobley-Wood, GH Property Management**t** 0845 3080 988 **e** enquiries@gh-propertymanagement.co.uk**Office:** Basepoint Business Centre, 1 Winnall Valley Road, Winchester, Hampshire, SO23 OLD |

**MINUTES OF VHMC**

**EXTRA ORDINARY GENERAL MEETING**

*Meeting Details*

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| **Date** | 14th November 2013 | **Time** | 19:30 | **Venue** | The Red Lion HotelBasingstokeRG21 7LX |
| 19:30 Meeting Opens: Welcome 19:35 Appointment of Meeting Chair19:40 Overview of Resolutions to be voted on 19:45 Statement of interest from prospective directors19:55 Q&A20:20 Vote on proposed resolutions *21:08 Meeting Close (delayed 08 minutes)* |

*Meeting Attendance*

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| In Person (18) | By Proxy (inc named proxy attending in person) (77) |
| 066 – Carr116 – Kanumolu156 – Bittlestone178 – Ashton190 – Garvey281 – Hirst299 – Loxton315 – Campbell320 – Grudge333 – Wright 351 – McCabe 359 –Parmar361 – Lapper366 – Edge386 – O’Neill397 – Wilson403 – Buckley408 – Davies*Note: No apologies were received for this meeting.* | 055 – Barrie & McCormack064 – Symms074 – Okafor075 – Baird076 – Jagdev079 – Parkingson081 – Barrie085 – Baird087 – Cheung 089 – Ashworth093 – O’Brien107 – Pearson123 – Marsden129 – Katroju131 – Syngellakis137 – King151 – Baird158 – Spicer161 – Baird167 – Kirkham168 – Andrews171 – Baird181 – Haldane & Hack191 – Baird196 – Jones197 – Jones199 – Taberner201 – Lau & Ng | 202 – Pluckrose203 – Thorn206 – Barry207 – Brewis215 – Stow223 – Pluckrose226 – Galt227 – Thompson241 – Magee246 – Gooch247 – Thompson249 – Kondratyuk252 – Chowdhary258 – Thompson262 – Richmond267 - Patel271 – Galpin273 – Mann286 – Allison289 – Mellors291 – Eatock294 – Jones & Carter297 – Edwards310 – Kennedy311 – Maratheftis313 – Brown314 – Murphy317 – Sullivan | 318 – Dhinsa321 – Dhinsa323 – To327 – Jones & Carter335 – Knowles & Kennedy336 – Henry337 – Galt339 – Smith340 – Narendran353 – Knowles & kennedy358 – Cheeseman360 – Martin & Robertson372 – Sullivan377 – Channing & Weeks378 – Walker388 – Watkins389 – Williams416 – Shah477 – Bristow482 – Jenkins483 – Cheeseman |

*Minutes of Meeting*

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| **Item** | **Description** | **Action** |
| 119:30 | **Welcome, Introduction & Appointment of Chair Person*** Wayne Buckley introduced himself & opened the meeting on behalf of the VHMC board. Wayne provided a short introduction to the meeting explaining it’s purpose and providing background information relating to how the meeting had been called.
* Jaz Parmar introduced herself and confirmed hat the information provided to members ahead of the meeting was true and accurate and fairly represented the rationale for and legal position of the EGM.
 | * Information Only
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| 219:35 | * Wayne invited those members present to appoint a Chair person for the meeting noting that the Chair person would be responsible for casting a number of proxy votes assigned by absent members to the Chair.
* David Lockston volunteered to assume the role of Chair Person.
* **The resolution to appoint David Lockston as Chair Person for the duration of the EGM was passed by both those members & member proxies attending in person with 19 votes in favour and 0 against.**
 | * Information Only
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| 319:40 | **Overview of Resolutions to be voted on:*** Wayne Buckley provided a brief overview of each of the resolutions to be considered by members. Wayne explained that:
	+ On the 12th November 2013, Colin Davison (Chairman of VHMC) called an extra ordinary board meeting.
	+ The board meeting was convened with one hours notice and its sole purpose was to vote on the appointment of three members to the VHMC board (Martin Edge, Miriam Carr and Simon Hirst).
	+ Three board members attended the meeting and
	+ The resolution was duly passed by 3 votes to 0.
* Wayne confirmed that (i) the legitimacy of the appointments passed by the board could be challenged since the board meeting was not properly convened and that (ii) whilst the appointments may be valid, each member had indicated that they were unwilling to accept the appointment without the public support of the wider membership.
* **Consequently, irrespective of the previous board decisions, the meeting was informed that the proposed resolutions for the appointment of Martin, Miriam and Simon would be the subject of a ballot during the meeting.**
 | * Information only
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| 419:45 | **Introduction from prospective directors:*** At the Chairman’s request, each of the prospective directors introduced themselves to the members present. Each member provided a brief explanation for their interest & rationale for joining the VHMC board and highlighted specific skills, knowledge and experience that they felt they would be able to contribute to the board.
* Members present confirmed that they had previously had sight of the biographies for each of the prospective directors circulated as part of the EGM notification pack.
* The prospective directors offered members present the opportunity to ask questions relating to their statements of intent.
 | * Information Only
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| 519:55 | **Questions & answer*** At the Chairman’s request, Wayne Buckley and Jaz Parmar agreed to answer members questions on VHMC ahead of the ballot.
* In response to members specific questions, the following points were noted by Wayne & Jaz:
	+ VHMC is currently in litigation with AFA (whilst this is a matter of public record through it’s inclusion in court documents, with the exception of a provision for potential legal fees in this years accounts, members have not been made aware of this issue).
	+ VHMC was cash constrained with the majority of it’s cash frozen by the courts pending settlement (through court or negotiation) of on-going litigation.
	+ That the board of VHMC routinely requests GHP (it’s current agent) to consult with multiple contractors before the award of any contract for work; and that the award of a contract is typically (but not always) to the lowest cost vendor.
	+ That the directors code, adopted at the most recent AGM, has a provision for the appointment of directors and that this provision does not require consultation with VHMC members.
	+ That Colin Davison had issued a letter on behalf of the board majority asking members to refrain from attending this EGM and that such communication could be perceived as inappropriate (and potentially illegal) given directors statutory obligations with respect to recognizing members lawful rights.
	+ That, under the terms of the directors code, the appointment of the VHMC Chairman was a matter for the board; that the board appointment of the current Chairman had been due to terminate in Oct 2013; that members could appoint a Chairman through the passing of a resolution at a General Meeting; that it was not possible to nominate and appoint a new Chairman of VHMC at this meeting.
	+ That GHP were looking to implement an on-line issue management solution that VHMC could adopt to facilitate better communication with its members; that VHMC would explore the deployment of it’s own website on which meeting minutes and notifications could be stored.
 | * Information Only
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| 620:20 | **Ballot on Resolutions*** Wayne explained that in order to ensure full traceability of each vote cast, the proposed resolutions would be voted on by Ballot using pre-printed ballot papers unique to each individual member.
* Members noted that the approach was clear and transparent.
* Wayne asked for members present to step forward to independently count and verify each vote. 178 – Ashton and 397 – Wilson agreed to check each ballot and verify the vote alongside the elected Chairman 299- Loxton.
* Votes were cast as follows:

**Resolution 1:** For the appointment of Multiple Directors through a single resolution. Pursuant to section 160 (1) of Companies Act 2006, to approve the appointment of three or more persons as directors of VHMC by a single resolution.* + - 84 votes for
		- 7 votes against
		- 3 votes abstain
		- 1 vote not polled.
	+ **The resolution to appoint three or more persons as directors of VHMC by a single resolution was passed.**

**Resolution 1:** The appointment of three persons as directors of VHMC. To approve the appointment of (i) Miriam Carr; (ii) Martin Edge and (iii) Simon Hirst as directors of VHMC.* + - 84 votes for
		- 9 votes against
		- 2 votes abstain
	+ **The resolution to appoint Miriam Carr, Martin Edge and Simon Hirst as directors of VHMC was passed.**
* The Chairman thanked members for participating in the ballot; on behalf of VHMC members, welcomed new members to the board of directors and wished the new directors well.
* Note: Ballot papers have been sealed in signed envelopes; all proxy forms and ballot papers will be retained for two years following the completion of the ballot.
 | * Information Only
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| 720:50 | **Members forum*** The Chairman invited members to raise any further points that they wished to be discussed before the meeting closed.
* 190 – Garvey requested a motion of no confidence be carried with respect to Colin Davison remaining Chairman of VHMC.
	+ Wayne & Jaz noted that whilst a motion of confidence could be voted on, it would have no legal basis on which to stand as the resolution had not been properly notified to members in advance of the EGM.
	+ At the request of members present, the Chairman agreed to hold a vote of no Confidence in Colin Davison as Chairman of VHMC. The votes were cast as follows:
		- 15 votes for
		- 1 vote against
		- 3 votes abstain
	+ *Note: only the votes of those members and individual proxies representing members present were cast; proxies attributed to Jaz Parmar and the Chair were not cast.*
	+ Members present requested that the directors present consider and act on the intent as determined by the outcome of the vote held noting that those directors present now had a clear mandate to change the governance at VHMC.
* 299 – Loxton asked when the next AGM would be held.
	+ Wayne confirmed that the next AGM must be held before the end of Sept 2014; that it could be held any date after the 2013 accounts had been finalized; that there was no material reason why it could not be brought forward to cApril 2014 if the board deemed it necessary or appropriate to do so.
	+ Wayne noted that it may ne necessary to convene a further EGM depending on the outcome of on-going litigation.
 | * Information only
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| 821:00 | **Closing Statement*** Members present collectively thanked the three new directors for taking the initiative to step forward and join the board of VHMC.
* Members present also thanked Wayne and Jaz for helping to facilitate the EGM noting that it had been one of the most productive general meetings held in the recent past.
* Wayne and Jaz thanked members for attending and noted that members would in future have a greater say in how VHMC would be run.
 | * Information Only
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| 21:00 | **Meeting Closed*** **The Chairman thanked members for attending and closed the meeting at 21:08.**
 | * Information Only
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EGM minutes were approved by:

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Wayne Buckley Jaz Parmar

These EGM minutes may be circulated to all members of VHMC without notice of prior approval of either the VHMC board or it’s directors.