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 **Victory Hill Management Company Limited**

**Residential Management Company limited by guarantee with no shares**

**Co no.:**  **04659245 Registered in England and Wales
Registered office:**

c/o Chaneys Chartered Surveyors

Chaneys Chartered Surveyors

Chiltern House | Marsack Street | Caversham | Reading | RG4 5AP

**Victory Hill Management Company**

**Extraordinary General Meeting**

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| **Date** | 22nd February 2021 | **Time** | 6pm | **Venue** | Zoom Webinar |
| **Present** | **In attendance** | **Absent / Apologies** |
| **Directors*** Matt Garvey- Chairman (MG)
* Simon Hirst- Director (SH)
* Jaz Parmar- Director (JP)
* Serif Omer- Director (SO)
* Peter Bray-Spicer- Director (PBS)
* Martin Edge- Director (ME)
* Oliver Kirkham- Director (OK)
* Wayne Buckley- Director (WB)
* Stewart Smart- Director (SS)
* Edward Loughrey (EL)

**Leaseholders*** Christopher Evans
* Beverly Painter
* Mark Thomas
* Manoj Shakya
* Rebecca Atkins
* Karolina Jablonska
* Jill Kerr
* Ravi Pachauri
* Amma Nsiah-Ababio
* Mark Harvey
* Angela Wynne
* Ashwani Anand
* Ashwani Anand
* Neofytos Ferekkides
* Cristian Stefanini
* Kutumba Velivela
* Michael Mills
* Julian Elford
* Raghav Talasila
* Mike Buck
* Richard & Clare Soper
* Enrico Sapia
* Alex Fitzpatrick
* Gareth Roberts
* Vednee Investment Ltd
* Nicholas Aston
* Lavinia Edmed
* Michael Beechener
* Swapna Chennupati
* Rafael Martins
* Glenn Gooch & Marilyn Gooch
* Sarah McOmish
* Hilary Pack
* Francesco Cuda
* David Southgate
* Sarah and Andrew Hall
* Julian Mellors
* Martin Colenutt
* Dave Edwards
* Helen Kenward
* David Loxton
* Steven To
* Nigel Taylor
* Manish Patil & Yogita Patil
* James Foreman and Ellie Fletcher
* Douglas How
* Paul Wright
* Craig Harris
* Bo LIN
* Ruoxi Lin
* Kathryn Dean
* Graham Lewis
* Jeremy Buttery
* Paula Watkins
* Adeel Ishaq
* Jack Blogg
* Glyn Thorneloe
* Vernon Needham
* Candice Karreman
* Ruchira Bhave
* Sadaf Mohajir
* Anton van de Weghe
* Nicholas Fox
* Levente Fazekas
* Richard Carpenter
* Lesley Porter
* John Green
* Alan & Caroline Ebbage
* Rachel Zaouche
* Desmond O'Neill
* Anne McCabe
* Paul Cheeseman
* Anita Aston
* Dr Rajiv Mathur
* Mamta Mathur
* Colin Davison
 | * Andrew Copley - Director (Chaneys) (AC)
* Sarah Morrisen – Senior Property Manager (Chaneys) (SMo)
* Sara Martin – Assistant Property Manager (Chaneys) (SMa)
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| 1. **Introductions**
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| * AC introduced himself, SMo and SMa and explained that the meeting would be overseen by himself as Company Secretary. The Agenda of the meeting was explained.
* The Directors introduced themselves.
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| 1. **Apologies and Proxy Votes**
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| • Proxy Votes-* Matt Garvey- 78 Valid
* Anne McCabe – 1 Valid
* John Green- 1 Valid
* Candice Karreman- 1 Valid
* Colin Davison – 1 Valid
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| 1. **Chairman’s Message**
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| MG paid tribute to David Griffiths who was a Director and sadly recently passed away. He will be missed by all at Winterthur Way. He was thanked for his hard work and dedication to the VHMC Board.MG presented his Chairman’s message to Members  |

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| 1. **Cladding Update**
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| AC advised the cladding on Cherry, Holly and Elm does not meet the required safety standards. An application for Government funding to replace the cladding is well under way. We are aware that the current cladding issue is affecting the selling of flats and obtaining a mortgage or remortgage.**Current status**- * Vemco Fire Consultants carried out cladding inspections of Cherry, Holly and Elm blocks
* Vemco have worked with Ridge and Partners LLP to produce a specification for the tender of works to be sent out to Contractors.
* Ridge selected suitable Contractors, who then submitted tenders for the works.
* Ridge produced a tender analysis report based on the tenders received which The Board have now reviewed with the view to select a Contractor to carry out the works.

ME commented that 3 tenders were received in the new year. The result of the tender is clear, one of them was very responsive whereas the other 2 required further clarifications. The most responsive tender also turns out to be the cheapest price and therefore there is a clear conclusion as to which Contractor should carry out the works and as we stand today, the Board are looking to accept the proposal and ask the chosen Contractor to proceed with the design stage. **Timescales** – * The works are due to be completed by the end of 2021. ME provided a summary of the costs which are expected to be £2.54 million.
* The scope of the works includes the replacement of the cladding, replacement of the balcony decking (which a Fire Officer has deemed non-compliant), cleaning of the façades and improvement of the pigeon defences.
* The Government building safety fund will cover the costs to replace the cladding and eligibility for funding has been confirmed. The costs to replace the balconies, cleaning of the façade and pigeon defences equating to £358,000 will not covered by the Government fund meaning that Leaseholders are exposed to this cost. We hope that we will be able to negotiate the costs of the non-funded works with the Contractors, however the costs would need to be covered by the 248 Leaseholders in Cherry, Holly and Elm.

AC discussed the options regarding cladding and decking materials. AC again advised that the decking replacement will not be covered by the Government funding and will be paid through reserves or from Leaseholders of the affected blocks. Further samples of the decking materials are waiting to be received.**Building Safety Funding Application** – * AC attends regular meetings with Homes England to progress the building safety fund application.
* If you are a Landlord, you should have received a State Aid Declaration form which you will need to complete if you are renting out your apartment. The form is required to be signed by those who own but do not live in your apartment. We currently have 92 returns which is around 35%. We need around 75-85% for the application for the fund. If you have not yet received the form, please contact the team via help@winterthurway.co.uk and a link can be sent to you.
* Once the full fund application has been submitted, we have a 3-4 weeks’ timescale where the Government and their Solicitors/contracted Surveyors will check the works which have been approved by Ridge and The Board. Once that has been completed, they will approve the funding. 80% of the funding will then be provided directly to VHMC to start the works and then midway through the works, the Government Surveyor will check on the progress of the works and the remaining funds will be released.

**Installation of Fire Alarm System & Waking Watch** – * Hampshire Fire and Rescue stipulated that during the cladding replacement project and until completion, It was a requirement of VHMC to put a waking watch in place. The waking watch is extremely expensive and is not covered by the Government funding. However, an application for Government funding to pay for the capital costs of a linked fire alarm system to the top two floors of Cherry, Holly and Elm has been submitted.
* Following the previous tendering, RES Systems have been successful and have started on site today to set up the communal element to the system and over the next couple of weeks our team will be in touch with the Occupiers of the top two floors of the blocks to arrange access into individual flats to install the sounders within the properties.
* Our application to the waking watch fund has been accepted and we are currently waiting for the funding approval. Once the linked Fire System is fully installed, we will stand down the services of the waking watch avoiding any further costs.

Birch & Fir – ME advised that these blocks are less than 18 meters in height and therefore they are not eligible for Government funding for any mitigation works that may be required. There has not currently been any confirmation that there is any mitigation on the blocks required as surveys on the cladding material are currently ongoing. The remaining smaller blocks are not affected at present as far as the Board is aware.  |

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| 1. **Voting Matters**
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| AC advised on the voting resolutions * 15 of the 16 resolutions will be voted on this evening. The vote to appoint Mr R O’Brien as Director has been withdrawn.
* Eligible members may cast only one vote per resolution.
* Special resolutions require 75% or more of eligible votes for the resolutions to be passed, ordinary resolutions require 50% or more of eligible votes for the resolution to be passed
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| 1. **Eligibility Criteria (Round 1)**
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| MG explained the Special Resolutions and the eligibility criteria. **The Result**

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|   | Participation | Abstain | For | Against | T/hold |   |
| When in arrears, unable to petition for an EGM | 137 votes | 6 | 114/83% | 23/17% | 75% | Resolution passed |
| When in arrears, unable to actively participate in a GM | 136 votes | 7 | 107/79% | 29/21% | 75% | Resolution passed |
| When in arrears, unable to stand or be co-opted as a Director | 137 votes | 6 | 121/88% | 16/12% | 75% | Resolution passed |
| When in arrears, unable to hold or cast a proxy vote at a GM | 135 votes  | 8 | 112/83% | 23/17% | 75% | Resolution passed |
| Directors in arrears temporarily suspended | 138 votes | 5 | 126/91% | 12/9% | 75% | Resolution passed |
| Directors able to be removed after 6 months in arrears | 137 votes | 6 | 127/93% | 10/7% | 75% | Resolution passed |
| Directors require FCA background check prior to appointment | 137 votes | 6 | 128/93% | 9/7% | 75% | Resolution passed |

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| 1. **Appointment of New Directors**
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| AC stated that Colin Davison is the Proposer for each of the Candidates and each have 3 minutes each to state their case. Rafael Martins confirmed that he has now stepped down as a candidate for a Director and no longer wishes to be involved. **Colin Davison** stated his case for election to VHMC Director**Anne McCabe** stated her case for election to VHMC AC read a statement which he had been asked to read by Vernon Needham. The voting for the new Directors commenced. **The Result**

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| --- | --- | --- | --- | --- | --- | --- |
|   | Participation | Abstain | For | Against | T/hold |   |
| Appointment of C Davison as Director | 129 votes | 14 | 17/13% | 112/87% | 50% | Resolution rejected |
| Appointment of R Martins as Director | Withdrawn | Withdrawn | Withdrawn | Withdrawn | Withdrawn | Withdrawn |
| Appointment of A McCabe as Director | 130 votes | 12 | 29/22% | 101/78% | 50% | Resolution rejected |
| Appointment of R O'Brien as Director | Withdrawn | Withdrawn | Withdrawn | Withdrawn | Withdrawn | Withdrawn |

ME requested at this point to respond to the following question raised: *Can you explain the £34,000 insurance claim re Martin Edge’s flat?* * The case involves water penetration through the roof and the rainscreen cladding on Elm block with caused water penetration in apartments 366 and 367.
* The water penetration was first noticed in Spring 2005 (at the beginning of the life of the flat) and reported to Alan Foster Associates, who inspected and advised to monitor it.
* The problem persisted in both apartments; however, no action was taken for 5 years.
* In 2010, in both apartments, the ceiling boards and balcony sill boards started to swell and warp. In one of the apartments, where the problem was more serious, wood strip flooring progressively shrank and distorted.
* In 2011 Alan Foster made preliminary investigations and it appeared that the water was penetrating from above the apartment in the roof space via the external rain screen cladding. This case was then taken up with NHBC who concluded “it appears that the leak is due to a leak within the rainscreen cladding which is part of the external envelope of the building. It is therefore considered that the leak relates to the communal parts of the development for which homeowners of the block have a legal obligation to share the responsibility for maintenance and repair. For the claim to be valid the claim must exceed the minimum claim value which stands at £847. As there are 76 apartments within the block, the minimum claim value would be £64,372. We consider that the repair of the rain screen cladding would exceed this amount, and this would therefore be a matter for the managing agent of the property to deal with.”
* Alan Foster ceased being the Managing Agents in 2012 and the subsequent agent and VHMC were unwilling to address the issue.
* It was taken up by Chaneys, working with our Insurers. On the Insurers advise, a search and trace was carried out in October 2018. Abseiling was considered to examine from the externals, but the geometry of the roof made this impossible and therefore scaffolding was erected to allow for the inspection
* The report confirmed that the ceiling above the rainscreen cladding above the apartments in the communal areas was defective.

In conclusion it is not my apartment which has been repaired or renovated it is the roof space within the structure of the Elm block.  |

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| 1. **Planning Horizon (Round 3)**
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| The summary of the reserves was provided. Each block has its own cost centre and own reserve fund. The information regarding the reserves is also found on the website and was provided within the EGM pack.**Results**

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|   | Participation | Abstain | For | Against | T/hold |   |
| Extension of reserve fund planning horizon | 129 | 15 | 93/72% | 36/28% | 75% | Resolution rejected |

Due to the meeting over running a vote took place whether to adjourn the meeting or extend. Members voted and agreed to extend the meeting. |

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| 1. **Appointment of Service Charge Auditors (Round 4)**
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| The Resolution was proposed by Colin Davison which The Board support. Information was provided within the EGM pack.**The Result**

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|   | Participation | Abstain | For | Against | T/hold |   |
| Appointment of service charge auditor | 133 | 8 | 128/96% | 5/4% | 50% | Resolution passed |

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| 1. **Removal of Directors (Round 5)**
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| Proposed by Colin Davison for the removal of WB, ME and MG as VHMC Directors.**The Result**

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|   | Participation | Abstain | For | Against | T/hold |   |
| Removal of W Buckley as Director | 122 | 17 | 15/12% | 107/88% | 50% | Resolution rejected |
| Removal of M Edge as Director | 121 | 18 | 13/11% | 108/89% | 50% | Resolution rejected |
| Removal of M Garvey as Director | 124 | 15 | 14/11% | 110/89% | 50% | Resolution rejected |

Another poll took place for members as to whether the meeting should be extended further. Members agreed to continue with the meeting.  |

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| 1. **Chairman’s Closing remarks**
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| SH requested to make closing remarks. SH suggested that we should continue to support the current Directors for the work which they have done. The Directors are all unpaid volunteers. The abuse which was being sent from 3 individuals was vile and unacceptable and all Members should support the current Directors over the next few weeks. Another meeting is due to be called to allow for the new resolutions voted on and passed tonight to be incorporated into the new Articles of Association. A great vote of thanks is owned to MG and other Directors for the work which they are putting in to protect the investors of the company.MG also issued his thanks to The Board and to Chaneys for all their hard work. MG appealed if any Leaseholders were interested in joining The Board to get in touch and thanked all for attending.   |

Meeting ended: 9.30pm