

Please review the following information and then return the enclosed proxy/voting forms in the prepaid envelope or by email to help@winterthurway.co.uk.

VHMC Annual General Meeting
Tuesday 2nd November 2021
Time: 6.30pm

Virtual: Joining details →

<https://us02web.zoom.us/j/87053169973?pwd=MzQ0M21NUTFMaGtYU2FKVWpEQ1NIZz09>

Passcode: 464830

Webinar ID: 870 5316 9973

Dial in (without video) - 0203 901 7895

The above link will also be posted on the Winterthur Way website – www.winterthurway.co.uk

The Board has indicated how it will vote in each of the properly tabled resolutions. This will help those Members who wish to provide their proxy with direction on how it may be cast if that proxy is given to the Chairman of the Board of Directors, Martin Edge, or any other named member of the Board.

Speaking: As this is a virtual meeting managing discourse can be very challenging. Regarding voting matters, there are opportunities for statements and questions. Questions can be prepared and sent in advance to the Company Secretary who will endeavor to pose them to the Annual General Meeting in as equitable manner as possible. In addition, questions can be posed 'from the floor' via the chat function.

Statements: Proposers of resolutions are entitled to **verbally** state their case. Where the proposer is absent a proxy may read a statement from them. Advocates for/against a resolution (other than VHMC Directors) must indicate to the Company Secretary 72 hours prior to the meeting that they intend to make a **verbal** statement at the meeting. In all matters of speaking, questions and statements members are encouraged to keep in mind the time available.

Voting: Only eligible members may vote at an Annual General Meeting. The Company Secretary maintains a list of members eligible to vote. A resolution requires more than 50% to pass except for a resolution marked as 'special' which requires a 75% majority. Validated proxy forms from members eligible to vote must arrive at the companies registered address (post or email) by Mid-day on Monday 1st November 2021.

Time: In the name of fairness the maximum allocated time for speaking, statements, questions shall be strictly applied. The meeting shall conclude at 9pm or earlier. The meeting shall adjourn where agenda items remain uncompleted. A further meeting will be called to finalise any outstanding business.

Conduct: Participants are reminded to communicate in a polite and temperate manner. Disorderly conducts or anything that may threaten the safety of members will not be tolerated. This Annual General Meeting is an opportunity for all Members to engage in a constructive discourse.

AGM Agenda

1. Chairman's message
2. Minutes of AGM of 17th November 2020
3. Managing Agents Report
4. Vote on acceptance of Annual Service Charge Accounts 2018
5. Vote on acceptance of Annual Service Charge Accounts 2019
6. Vote on acceptance of Annual Service Charge Accounts 2020
7. Appointment of Directors (election is presumed unless a poll or vote is requested)
 - a) Vote on Appointment of co-opted Directors Oliver Kirkham, Serif Omer
 - b) Vote on Re-election of 2 retiring directors Jaz Parmar and Stewart Smart
8. Vote on the Special Resolution (noted below)
9. Financial Forecast and Service Charge Budget for 2021
10. Project Updates
 - a) Cladding and Fire Safety
 - b) Lease Compliance
11. Q&A from Leaseholders
12. A.O.B

Special Resolution to Amend the Articles of Association (Item 9 of the Agenda)

The resolution requires a 75% threshold in favour to pass. The proposer is the VHMC Board of Directors. There will be a 5-minute statement in favour of the resolution by a member of the VHMC board followed by 10 minutes for questions. *The Board intends to vote in favour.*

Purpose

At our last EGM on 22nd February 2021, Members gave their overwhelming approval to strengthen our company's constitution (articles) to ensure that only those who pay, have a say, at Winterthur Way. Members decided by a clear margin that all aspects of company decision making should only be taken those who are fully paid up.

To improve this further a special resolution seeks to clarify the one-member one-vote part of the articles. The revised wording below will ensure that VHMC continues to follow in the legal tradition of companies limited by guarantee when it comes to member voting. Each Member has one vote irrespective of the number of flats they own.

The Board of Directors supports this amendment and encourages Members to back it in person at the AGM on 2 November or via proxy ballot.

Proposed Special Resolution

"Article 23 of the Articles of Association is to be amended and a new Article 24 is to be introduced. The existing Article 24 and all following articles shall remain unchanged and be renumbered accordingly."

Current Article 23

23. Subject as hereinafter provided and subject to Article 7(c), every Member present in person or by proxy shall have one vote.

Proposed Articles 23 and 24

23. Subject as hereinafter provided, every member present at a general meeting either in person or by proxy shall have one vote, irrespective of whether the vote is on a show of hands or on a poll and irrespective of the number of leases held by a member at the Development.
24. In accordance with the definition of "dwellingholder" in clause 1, joint leaseholders of a dwelling will constitute one membership and the provisions of clause 23 will apply. Should the same joint leaseholders hold more than one lease at the Development, this will still constitute one membership and the provisions of clause 23 will apply.

For Reference – Clause 7 (to remain unchanged)

7. No Member who owes money to the Company under the terms of the Lease under which he holds his dwelling (nor a member appointed under Article 3(b) and the appointing subscriber owes money to the Company under the terms of the lease under which he holds his dwelling) shall be eligible to:-
- (a) petition the Directors for a general meeting;
 - (b) speak, lobby, campaign, submit resolutions, propose nominees for election or seek to influence voting matters at any general meeting;
 - (c) hold or cast proxy votes at any general meeting.

In the event that the full agenda has not been concluded by the scheduled close time, then a vote on adjournment must take place.