

**POSOL RESIDENTS MANAGEMENT COMPANY LTD**  
**Registered in England No: 22793323**

**MINUTES OF THE ANNUAL GENERAL MEETING**  
**HELD AT PORTCHESTER COMMUNITY SCHOOL, WHITE HART LANE,**  
**PORTCHESTER, FAREHAM ON 28<sup>TH</sup> NOVEMBER 2008**  
**AT**  
**20.00HRS**

**Present:** Mr R G Sillence (Chairman)  
Mr I H Currie (Director & Company Secretary)  
Mr M Lowrie  
Mr W A Charles  
Mr DM Turner  
Mr M Sandall  
Mr T Evans

**In Attendance:** Mr G Figgins Auditor (Taylor Cocks)  
Mr M Growse (Countrywide)  
Miss S Simpson (Countrywide)  
Miss N Avis (Countrywide)

93 Members in person (As per the attendance register)  
15 guests in person (As per the attendance register)

The Chairman declared the meeting open, welcoming all present.

**1. Notice of Meeting and Quorum**

The Chairman noted that a quorum was present and that the meeting could proceed. It was agreed by the meeting that the Notice of Meeting be taken as read.

**2. Auditors' Report**

The Chairman informed the meeting that Mr Graham Figgins of Taylor Cocks was present and it was agreed that the Report of Auditors, as set out on pages 5 and 6 of the Annual Accounts, be taken as read.

**3. Directors Report and Accounts**

Before proceeding to the adoption of the Report and Accounts, the Chairman invited questions from the floor.

Mr N Hewitson queried whether POSOL's bank accounts were held in a statutory trust. Mr I Currie confirmed that both POSOL's current account and business reserve accounts, held with NatWest Bank, were held in statutory trust.

Mr H Albert asked if any Shareholders were experiencing any difficulties in paying their service charge in light of the current economic situation. Mr Currie advised that to date there were only 8 Shareholder accounts in arrears, totalling £6,625.28. He thanked Countrywide for their diligence in ensuring that the necessary action was taken against all Shareholders in arrears to recover the outstanding monies. In cases of genuine hardship, POSOL is always ready to come to an arrangement.

Mr B Smith noted the release of £10,000 of aged barred creditors and asked POSOL if any more capital would be released. Mr Currie explained the legal situation behind the release and advised that it was possible that more money may be available in the coming years.

Mr J Scott asked the Board to justify the huge increase in professional fees.

The Chairman advised the meeting that the increase had been out of necessity to uphold the covenants and POSOL Policies, the latter of which were set out in 2002. Mr Scott made reference to his personal case and asked POSOL to confirm the amount of legal fees incurred in taking action against him. The Chairman advised him the matter was not an item of Company Business and therefore could not be discussed during the meeting.

Mr J Palmer asked the Chairman to call a point of Order as the personal matter raised by Mr J Scott was not Company Business and therefore not applicable to the AGM.

Mrs S Hewitson queried why the pontoon repair costs were so low in comparison to the amount budgeted for. The Chairman explained the difficulties experienced throughout the year in getting a contractor to carry out the works, and advised that although a small number of repairs had been carried out in 2008, the majority would be carried out in January 2009.

It was proposed by the Chairman, seconded by Mr M Abrams and unanimously RESOLVED:-

“That the Directors Report and Accounts for the year ended 31<sup>st</sup> March 2008 be received and adopted”

#### **4. Election of Directors**

The Chairman informed the meeting that one Director had retired during the year and gave thanks to Mrs G Marriott for her contribution to the POSOL Board and various working groups. He advised that Mr T Evans had resigned from the Board earlier in the year due to increased business commitments but had recently been reappointed to the Board and was again an active POSOL Director as well as a member of the Berth Working group.

The Chairman advised that along with himself, Mr J Lowrie was retiring by rotation and that they were both standing for re-election to the POSOL Board. Furthermore, he advised that Mr T Evans and Mr M Sandall, having been appointed to the Board during the year, were standing for election to the Board.

Three other candidates, Mr M Slack, Mr B White and Mr P LeMaistre, each having been nominated by ten Shareholders, were also standing for election to the Board.

In accordance with the Articles of Association, the maximum numbers of Directors is seven. Seven candidates have been proposed to fill four vacancies.

The Chairman invited all of the candidates to address the floor giving a brief resume of who they were, their career background and details of any involvement they had with POSOL to date.

Mr J Wood expressed his thanks to the POSOL Board and in particular to Messrs Sillence, Lowrie and Currie for the amount of time, effort and work put into POSOL during their time on the Board. However he went on to express his utter dismay with the actions of the current Board and the lack of communication to Shareholders. He believes that working groups should also include non Board Directors. He commented that the current level of communication from the Board is poor and asked why the Shareholders had not been informed of the outcome of the meeting with Portsmouth Football Club. Mr T Charles advised him that the meeting between POSOL and Portsmouth Football Club had merely been a preliminary introductory meeting between both parties and that there was nothing to report.

Mr J Wood then went on to mention the recent communication received on behalf of 10 POSOL Shareholders and expressed his astonishment that POSOL had not communicated directly with the Shareholders concerned prior to the AGM to discuss the issues raised in their mailshots.

Mr J Foster stated that he too, as a member of RAPS, had also had discussions with various organisations on behalf of RAPS about the football stadium. He commented that the situation is constantly changing and that the Board should not be required to communicate their every action to Shareholders.

Mr M Slack introduced himself to the floor and stated that he wished to work with the existing Board but change the policies in place and in particular focus on communication and transparency.

Mr J Bromley asked if it would be possible to change the Articles of Association in order to increase the number of Directors from 7 to 10 so that the three new candidates could join the Board without the need to vote off the existing Directors. Mr I Currie advised that this would need a special resolution and that a vote could not be taken on it at the meeting that evening. He added that POSOL would be reviewing the Memorandum and Articles of Association in 2009 to bring them into line with Company Law following the recent changes throughout the year.

Mr M West then asked if there was a working group who oversaw the POSOL Board. The Chairman advised that it was the Board who actually oversaw the various working groups.

Mr R Rundle commented that as one of the original residents at Port Solent, he was pleased to see some new faces on the Board. He added that he was aware of the complexities involved and that running POSOL was not a simple job. He queried whether the 3 new candidates, given their full time careers, would have adequate time to devote to the interests of POSOL. The Chairman asked each of the candidates to respond directly.

Mr M Slack advised that he had adequate secretarial support to cope with the demands of POSOL. Mr B White advised that, although he was the Managing Director of a company in London during the week, he had sufficient free time to participate in POSOL's activities. Mr P Lemaistre advised that for every 2 months he worked he had one months leave.

Mr J Wood asked for an adjournment of Resolution 2.

Mr H Albert stated he was against the proposal made by Mr J Wood.

The Chairman declined to put Mr Wood's proposal to the meeting.

Mrs J Shorrocks commented that she was unsure whether the vote the Shareholders were about to take was actually for new Directors to the Board or against Countrywide as Managing Agents. She commented on the literature put out by on behalf of 10 POSOL Shareholders and said that while communication was a good thing, she was against total transparency, especially in regard to certain tenders. Tenders for various services should not always be made public for commercial reasons. She gave an example of rates and fees for individual services regularly used by POSOL e.g. contractors, legal, accounting etc. When added together the cost of the services was significantly higher than the managing agents fees currently paid and she commented that she believed POSOL had benefited considerably from very low fees for a number of years.

She noted that people were unhappy about the amount of expenditure relating to Legal fees and commented that if everyone abided by the covenants they had signed up to when they purchased their property at Port Solent then the legal fees would be significantly lower.

Dr B Morris stated, without giving any further explanation, that he strongly believed the Directors were breaking the law and covenants. He added that there was a need for several working groups but for only a Board of 3 Directors to make decisions.

Mr D Jeffries asked the Chairman to call a point of order to the meeting. He added that if people were willing to give up their free time, knowledge and expertise to POSOL, then the Board should welcome them.

Voting slips for the election of Directors were then taken up and, while these and the proxy votes were being counted, the Chairman continued on to the next item on the agenda.

## **5. Re-appointment of Auditors**

It was proposed by Mr R Sillence that the Auditors Taylor Cocks be re-appointed for the following year and that the Directors be authorised to fix their remuneration. Mr P Lemaistre seconded, and the motion was carried.

## **6. Noise Survey**

The Chairman referred to Resolution 4 on the agenda and stated that this was not a POSOL Board resolution but had in fact been put forward by 25 Shareholders and therefore he handed the floor to one of them, Mr P Dickinson, to answer any questions prior to a vote being taken.

Mr J Bromley asked why POSOL should spend £18,000 on a noise survey when Portsmouth City Council would need to carry out the same investigations for their development plan of the area.

Mr P Dickinson advised that the survey would give POSOL a better footing to negotiate with such organisations in the future. The argument has been made that noise levels at Port Solent are such that a noise barrier is needed. However, POSOL needs hard evidence of this fact to negotiate with any future developers of the area.

Mr J Bromley asked if any other Port Solent associations were making a financial contribution to the survey. Mr P Dickinson stated that none of the other developments, i.e. Oyster Quay, Anchorage or the Boardwalk were prepared to contribute.

A question was put forward by a Shareholder as to why the noise barrier and the development of the site for Portsmouth Football Club were linked. Mr P Dickinson explained that this was not the case and the 2 matters were not connected.

Mr I Reed asked if the £18,000 covered all the criteria needed to obtain the relevant evidence. Mr Dickinson stated that the quotation was for a full noise survey to be carried out. Based on the evidence obtained, a noise model would be produced of the Port Solent area which could then be used to design a suitable noise barrier.

Mr A Barden asked if any further and far more substantial costs would be incurred at a later date. Mr Dickinson advised that it was impossible to comment at this stage, but added that Oyster Quay had offered to contribute if any legal fees were incurred in the future.

Mr P Dickinson then passed the matter to Mr T Charles on the Board for him to inform the meeting of how useful such a survey would be to POSOL's argument for a noise barrier.

The resolution was proposed by Mr P Dickinson, seconded by Mr P Lemaistre, and the motion carried.

## **7. Directors Votes**

The votes from Resolution 2 were collected and counted by Miss Nikki Avis of Countrywide Property Management.

Mr R Sillence then announced the results of the poll as follows:-

Mr T G Evans	97 votes	<b>(70 by proxy, 27 from the floor)</b>
Mr P Lemaistre	103 votes	<b>(70 by proxy, 33 from the floor)</b>
Mr J L Lowrie	111 votes	<b>(68 by proxy, 43 from the floor)</b>
Mr M Sandall	113 votes	<b>(65 by proxy, 48 from the floor)</b>
Mr B N White	115 votes	<b>(65 by proxy, 50 from the floor)</b>
Mr R G Sillence	123 votes	<b>(74 by proxy, 49 from the floor)</b>
Mr M D Slack	127 votes	<b>(72 by proxy, 55 from the floor)</b>

It was therefore resolved that Messrs Sandall, Sillence, Slack, and White be and are hereby elected Directors of the Company.

There being no further business the Chairman closed the Annual General Meeting of Shareholders at 21.30 hrs.

**Chairman**