

# CLUB LOS CLAVELES

## MINUTES OF ANNUAL GENERAL MEETING HELD ON 10 SEPTEMBER 2016

Albert Fletcher - Club Chairman Presiding

The meeting was held at the Holiday Inn, Coventry, West Midlands, UK.

The meeting commenced a little later than scheduled (11.00am) due to the necessity to properly record the very large number of votes that had been received by proxy and a few last minute arrivals. The meeting commenced at 11.15 am.

Attendance in person 159 votes  
Attendance by Proxy 677 votes

Total votes for the Meeting 836

Registration: Owners being certified via the information held by the Committee and by the completion of a registration form.

### 1. CHAIRMAN'S WELCOME AND INTRODUCTION.

The Chairman welcomed everyone who had attended. He introduced:

Veranne Wilkinson, who is the Managing Director of Hutchinson. Hutchinson being the New Trustee that was still awaiting a full transfer from FNTC.

Brian Grierson, who was the lawyer representing Wimpen /Onagrup. He was allowed into the meeting as an observer.

The Chairman stated that the meeting was being videoed to assist with the minutes. There were no objections to this.

The Chairman stated the rules of debate and asked everyone to comply. He stated that there was no end time for the meeting and that everyone wishing to speak would have the opportunity.

The Chairman explained that this was a meeting for Club Members only and voting would be on that basis. Escritura Owners had been invited and their input was appreciated. The Chairman stressed that Los Claveles was a Resort for all and wherever possible we needed to work together in a friendly way. He stated that the Escritura Owners had their separate AGM in May 2016. The separate meetings were as a result of legal advice. The Escritura were governed by Spanish Statutes and the Club by a Scottish Constitution.

At this point

Emily Tester (V37 W43) asked if there was a report on the Escritura AGM. The Chairman stated that this could be dealt with in AOB.

Keith Lear (V43 W33) stated that he wanted to talk about the Escritura AGM now. The Chairman asked the meeting if they wished to stay with the Agenda. Put to the vote, overwhelmingly **AGREED** to stay with the Agenda.

The Chairman advised the meeting that Snr. Hiro Bulchand, who was being proposed as the New Administrator was due to speak with the meeting at 1200 midday by Skype. He intended to suspend the debate at this point to allow this to happen. The meeting gave overwhelming **SUPPORT** for this.

## 2. COMMITTEE REPORT

Ann Burston (Committee Member) presented the written report and introduced the Top Tables:

Albert Fletcher, Chairman  
 Ann Burston, Committee Member  
 Roger Lindsay, Committee Member  
 Carol Parkinson, Committee Advisor  
 Ray Steele, Committee Advisor  
 Richard Burston, Sub-committee Chairman  
 Dot Steele, Minutes Taker  
 Rachael Fletcher, Voting / Proxies organiser/verifier

Ann went on to thank the very active contributions made by Members but in particular Frank Westfield, for the Website, Alex Lovett, for Facebook and Sue Fitton and Mac Farquhar.

Ann stated that Los Claveles was doing well and standards were being maintained.

Richard Burston (Sub-committee Chairman) reported on the loans and donations that had been made (for the legal issues involving Wimpen) but stated that the wider membership needed to be involved. There was the opportunity for loans and donations to be made at this meeting. At this point:

Colin Hyam who stated he was 74 years old. (V81 W29) He explained that he had donated £100 previously and was now donating a further £250 for the Club. This met with loud applause.

Roger Lindsay (Committee Member) continued, reporting on the issues the Club had with Wimpen/Onagrup. Roger gave the history of events since the announcement in January 2015 by Mr Pengelly that he had sold Wimpen to Onagrup and Onagrup was now taking over responsibility for the Resort. The Committee issued a termination letter and this was ratified by the AGM in June 2015. The Chairman had attended a meeting in London and a further meeting in Barcelona to try and reach a satisfactory agreement for a proper hand over but this was not achievable. Wimpen and Onagrup continued to refuse to hand over the Member Register and Club funds. Wimpen/Onagrup refused to recognise the Committee saying that Carol Parkinson was not a member of the Committee following the AGM in June. The Committee initiated the Arbitration Clause in the Constitution and this was supported by the members (SGM in January 2016). Members of the Committee have travelled to Edinburgh, at their own expense and spent time with the solicitors acting for the Club and with the Arbiter. Arbitration has proven to be more expensive and taking longer than anticipated but progress is being made. The Arbiter has ruled that the 2015 AGM was adjourned and Carol Parkinson remained a Committee Member following the

AGM (This means that Wimpen/Onagrup's refusal to accept the validity of the Committee was wrong). The Arbiter had instructed Wimpen to hand over the Member Register but so far they have not complied. We are awaiting further news. The Arbiter has been requested to rule on various issues, including the release of funds for legal fees and we are awaiting his determination. The Chairman reminded the meeting about the resignation of Julie Curwood at the end of the June 2015 AGM which meant that the Committee needed to co-opt a Member to ensure a quorum for meetings. A Committee Meeting was held on the Resort on 27 July 2015 and Mr Pengelly has denied being there and voting. This denial has continued even though the meeting was recorded (by agreement). Carol Parkinson stated that she had listened to the recording and had a translation for the parts where Spanish was used. Carol gave some of the details which mostly was very derogatory (bad language) towards the Chairman.

At this point the meeting reverted to the Skype meeting with Snr Hiro Bulchand.

#### **Item 4 on Agenda. APPOINTMENT OF SNR HIRO BULCHAND AS ADMINISTRATOR**

Carol Parkinson introduced Snr Bulchand: He had 30 years experience in finance and was a lawyer, He was able to offer a full range of services including payroll. He works for businesses and communities in the Canary Islands. Snr Bulchand then appeared on the screen and he was able to see and hear the meeting. He gave details of his Company and in answer to a question from Phil Brown (V12 W9) he stated that he had encountered difficult situations like the Club was experiencing with Onagrup/Wimpen many times before and was well versed in dealing with such a situation. He said that he would always be available when needed.

The Chairman called for the vote for the "Approval for the Appointment of Snr Hiro Bulchand as the Administrator". The Chairman stated that if approved then a contract would be drawn up and executed at the appropriate time.

Votes in Favour 151 in the room

Votes against 5 in the room

Votes in favour by proxy 668

Votes against by proxy 9

**Total Votes in favour 819**

Total Votes against 14

The Chairman announced the Resolution (4- Administrator) **CARRIED**

The Chairman returned the meeting to Item 2 **COMMITTEE REPORT.**

John Bailey (V 59 W 55) asked if the deadline for the Member Register to be handed over was 5pm on Monday 12 September. Roger Lindsay (Committee Member replied that this was correct. John Bailey further asked about the involvement of FNTC. The Chairman replied that FNTC were saying that they would not comply with any instructions from him because they did not regard the Committee as legitimate due to Carol Parkinson not being a member. Even though they have been informed that the Committee was legitimate FNTC are still refusing to cooperate. The Chairman stated that there was evidence that Wimpen/Onagrup and FNTC were working together and that they had financial links. Colin Hyams (V 81 W 29 ) referring to the Escritura and asked if the register would include them. Roger Lindsay stated that we would only get the Club Register.

The Chairman explained the connections between Escritura Community, Development Owners Association and the Club. The Chairman stated that the control of the Resort, in respect of wages to staff was by the DOA. The Club was 85% of the DOA but had not been invited to the DOA Annual General Meeting called by Mr Pengelly. The Club therefore decides on the Resort matters by having a majority vote. Frank Westfield (V7 W 43 ) asked if it was correct that the Chairman should represent the Club at the DOA. The Chairman stated that the Committee had agreed that the Chairman should vote on behalf of the Club at any DOA meeting. Roger Lindsay advised that in 1992 and 1994 Mr Pengelly had allowed the Club to Vote at the DOA meeting and questioned why this does not happen now, Mr Pengelly's reply was that things have changed.

The Committee Report was put to the vote:

In Favour in the room	153		
In Favour by Proxy	673		
Abstentions in the room	2		
Against in the room	0		
Against by Proxy	4	<b>Total votes in Favour</b>	<b>826</b>

The Chairman announced the Resolution (2 - Committee Report) **CARRIED**

### 3. APPROVAL OF PREVIOUS MINUTES

#### a. 2015 AGM

Proposed as a True and Correct Record by: Mr Mott (V11 W35 )  
 Seconded by Mr Hyams (V81 W29).

The Chairman put to the vote:

In Favour in the room	159 Unanimous		
In Favour by Proxy	673		
Against by Proxy	4	<b>Total votes in Favour</b>	<b>832</b>

The Chairman announced the Resolution **CARRIED**

#### b. 2016 SGM

Proposed as a True and Correct Record by: David Jones (V38 W24)  
 Seconded by Chris Casey (V10 W27)

In Favour in the room	159 Unanimous		
In Favour by Proxy	670		
Against by Proxy	7	<b>Total in Favour</b>	<b>829</b>

The Chairman announced the Resolution **CARRIED**

## 5 COMMITTEE MEMBERS ELECTION

Andrew Gilchrist (V42 W10) asked about the number of Committee Members changing. The Chairman replied that this could not be done until after Arbitration. It would then be possible to hold another meeting to propose changes to the Constitution.

The Chairman stated that there was only one nomination received and this was Roger Lindsay. The Chairman asked if there were any nominations from the room. There were no further nominations.

The Chairman announced Roger Lindsay **ELECTED UNOPPOSED** to general applause

## 6. APPROVAL OF THE 2015 CLUB ACCOUNTS

The Chairman announced that this item was withdrawn on legal advice. However he asked everyone to note the reserves mentioned in the Club Accounts.

### 7. a. APPROVAL OF THE 2016 BUDGET

Roger Lindsay presented this item on behalf of the Committee. In particular he highlighted the split of 85% for the Club, 15% for Escritura.

Christine John (V63 W7) asked about refurbishment. Carol Parkinson, Advisor replied that this had been put on hold until the proposals were presented to a future Members Meeting.

Christine also asked about maintenance expenses. Roger replied that there was a list of expenditure available. Christine stated that she had no faith in Wimpen.

Ken Cutts (V69 W39) asked if Wimpen had gone into liquidation. The Chairman replied that he was not aware of that.

D. Lee (W21 V67) asked about an audit. Roger Lindsay stated that there was a 3 year cycle and there was not an audit due for 2016.

Robert Smith (V2 W21) asked why we had Wimpen Administration Cost. He suggested replacing with "Management Cost". This was **AGREED** by general accolade.

David Samuel (V81 W4) asked about Villa Renewals. The Chairman replied that the money was in the budget and work would be done as soon as the Club had control of the Resort.

Colin Hyams asked about Escritura Budget. The Chairman explained that joining the accounts together was not legal and they were required to be separate.

Christine John stated that the Committee had to be accountable to Club Members and she was looking forward to the split.

The Chairman called for a vote to approve the 2016 Budget.

Proposed by Robert Smith (V2 W4)  
 Seconded by Emily Tester (V37 W43)

In Favour in the Room	153	
In Favour by Proxy	672	
Against in the Room	0	
Against by Proxy	5	<b>Total in Favour 825</b>

The Chairman announced the matter **CARRIED**

**b. APPROVAL OF THE 2017 BUDGET**

Roger Lindsay introduced this item on behalf of the Committee. It was stated that the figures were based on the Club element which was 85% of the Resort.

The Chairman called for a vote to approve the 2017 Budget.

Proposed by Christine John (V63 W7)  
 Seconded by Marian Leslie (V8 W44)

In Favour in the room	153	
Against in the room	0	
In Favour by Proxy	663	
Against by Proxy	14	<b>Total in Favour 816</b>

The Chairman announced the matter **CARRIED**

**8. Any Other Business**

**a. Member Certificates**

The Chairman reminded the meeting that there was a duty under the Constitution (15.2) for the AGM to ratify all new or transferred certificates. WimPen had failed in their duty as Management Company to bring this to the attention of the AGM's for many years.

The meeting **AGREED UNANIMOUSLY** not to ratify any certificates issued to WimPen or Onagrup since March 2015.

**b. FNTC**

The meeting **AGREED UNANIMOUSLY** for FNTC to obey the Chairman's instructions.

**c. Arbitration**

The meeting **AGREED UNANIMOUSLY** to continue to support and progress Arbitration.

**d. Legal Fees**

The meeting **AGREED UNANIMOUSLY** to pay all legal fees from Club Funds.

**e. Escritura Petition**

The meeting was reminded that a copy of a petition was handed to them on entering the meeting. This showed dissatisfaction in the way Mr Pengelly had treated those Escritura Owners, in particular regarding the conduct of the Escritura AGM in May 2016 when Mr Pengelly refused to accept a vote of no confidence in him. Mr Pengelly had also refused to address the many legal issues presented to him that made the Escritura AGM invalid. Mr Pengelly had refused to make the verbatim minutes available and sent out his minutes which do not reflect the true content of the meeting.

The Chairman stated that it was important that Escritura and the Club work together to ensure a vibrant and friendly resort.

The meeting **AGREED UNANIMOUSLY** for the Club, the Committee and specifically the Chairman to assist the Escritura Owners in addressing their concerns.

**f. Further General Meeting.**

The meeting **AGREED UNANIMOUSLY** for the Committee and the Chairman specifically to call a general meeting of Members in any way possible in order to resolve issues involving Arbitration and the Constitution and Management Agreement.

**g. Website for Sales and Rentals**

Carol Parkinson, Advisor introduced the work that had been done in developing this new website. Carol showed the website pages on the screen and gave details on each. Carol gave an overview of how it would work for the benefits of Members and how the profits would be for the benefit of the Club. The Club would set the rules on lettings and be in control.

There was a general debate and the Chairman thanked Carol for the hard work that had gone into this website.

The meeting **AGREED UNANIMOUSLY** to support the development of this website

**h. Money held by Wimpen**

David Samuel asked if it was known where the €500,000 was kept by Wimpen and could we get a statement. The Chairman stated that we did not know where the money was kept but we expected to have the money handed over as part of the Arbitration.

**i. Vote of Thanks**

Alistair Boyd who was also an Escritura owner proposed a vote of thanks to the Chairman and Committee for all their hard work on behalf of the Resort and for standing up against Mr Pengelly. This was greeted by **loud rapturous applause**. The Chairman thanked everyone on behalf of the Committee for their support.

At this point Veranne Wilkinson, Managing Director of Hutchinson (New Trustee) introduced herself and stated that Hutchinson were in full support of the Club and were waiting with keenness to take over as Trustee from FNTC. She complimented the Club on what they had achieved.

The meeting closed at 2.30 pm.

A handwritten signature in black ink that reads "Albert Fletcher". The script is cursive and fluid, with the first letters of each word being capitalized and prominent.

Albert Fletcher  
Chairman

Date signed. 7 October 2016