



CLUB LOS CLAVELES

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 27 APRIL 2019 AT THE CITRUS HOTEL, COVENTRY, UK.

1. Chairman's Welcome and Introduction.

The Chairman opened the meeting on time at 11.00 a.m. He thanked everyone for attending promptly and explained the procedure in relation to the agenda. The Chairman made it clear that everyone who wished to speak would be allowed to do so but it was expected that everyone would be courteous and respectful. There was an official minute taker and there would be a recording for the purpose of the minutes. No other recording or streaming will be allowed. The Chairman drew attention to the attendance of Mrs Martin, an employee of WimPen and to Mr Ford, a solicitor from Brodies who are the solicitors acting for WimPen. They were in attendance because they had proxies from members of the Club. Some proxies had not been allowed due to non-compliance of the rules or irregularities. The Chairman stated that WimPen were no longer members of the Club having had their membership cancelled for misconduct. The Chairman stated that in all matters his decision would be final. The Chairman asked the meeting if everyone was happy with the matters stated. This was **AGREED** by general accolade without exception.

The Chairman introduced the Top Table. Carol Parkinson Club President, Walter Farquhar Committee Member, Terry Smith Committee Member and Roger Lindsay Committee Member. Assisting were Dot Steele, Minute Taker, Ray Steele, Advisor and Rachael Fletcher, Officer responsible for Administration (Registration and Voting).

The Chairman stated that the Committee Report was expected to take the most time and that is why it is first on the agenda. This would be introduced and then will be open to debate. The other items on the agenda will be dealt with in the same way.

2. Committee Report

Carol Parkinson, President introduced the report that had been circulated with the agenda and gave verbal enhancement.

The President thanked Frank Westfield for the work managing the Members Website which in 2018 had over 100 postings advising members of many issues including:

- Legal issues with WimPen in Scotland
- Work of the Club Administrator in Spain
- Buying and selling of weeks
- Committee advice on many issues

The President confirmed that WimPen had issued illegal certificates and that many of these could be replaced by the Committee upon application and in most cases free of charge. However, the issuing free of charge would have to be reviewed in the near future as it was not sustainable in the longer term.

The President advised that some members had handed back their weeks to WimPen believing that they were handing back to the Club. The President advised owners to contact the Club and not WimPen.

The President advised that WimPen had not complied with any court orders and not returned the Club's money. The DOA had not invoiced the Club for the Common Service Charge even after receiving many requests to do so from the Chairman.

The President advised that a member, obviously encouraged by WimPen supporters, had taken the Club to court in Bristol for collecting his maintenance fees (the case was defended by the Club Chairman). The case was dismissed, the Judge stating that he should have taken WimPen to court.

At this point Terry Smith, Committee Member read a letter from BTO (The Club's solicitors in Scotland). The letter referred to all the actions and included reference to a second arbitration instigated by WimPen. It also acknowledged that WimPen had failed to honour previous orders.

Hiro Bulchand, Club Administrator addressed the meeting via a pre-recorded video and gave details of the actions in Spain to enforce the arbitration, claim for damages and challenge the DOA (Development Owners Association) AGM where the Club was refused a vote.

The President ended the report by mentioning libellous remarks on social media against the Committee and her personally. These comments had had an adverse effect on her life and it should not be tolerated. Members have an opportunity to stand for election to the Committee if they are unhappy but they have no right to bad mouth those that had been elected.

The Chairman thanked the President for presenting the Committee Report, and the meeting for showing their support by giving a lengthy and rapturous applause.

The Report was then opened for questions and debate. Comments were received from, R. Smith V2 W20, A. Gilchrist V11 W42, A. Lovatt V41 W22, J. Gordon V51 W11, C. Hyams V81 W29. In answer to these comments the Chairman reported that Hiro Bulchand will be progressing the Spanish court actions as soon as he returns from his pilgrimage to the Camio de Santiago. There was information on the website regarding the proposed second arbitration. It was not possible to prevent members speaking or voting at general meetings because they had not paid their fees. However there was action that could be taken and he referred to the Constitution.

The Chairman moved to the Vote. **There was a maximum of 181 votes in the room and the remainder was members voting by proxy.**

Votes in Favour in the Room	179	Votes Against in the Room	2
Total Votes in Favour (adding proxies)	1,556	Total Votes Against (adding proxies)	102

The Chairman announced that the Committee Report was **APPROVED** overwhelmingly.

3. **Committee Member Election.**

The Chairman advised that there had only been one nomination and that was for Roger Lindsay. The Chairman asked if there were any further nominations.

As there were no further nominations the Chairman declared Roger Lindsay **ELECTED** unopposed.

At this point there was a 15 minute refreshment and comfort break.

4. **Approval of the Minutes of the previous AGM held on 28 April 2018.**

Proposed that the minutes be approved by C. Hyams V81 W29.

Seconded by A Lovatt V4 W22.

Votes in Favour 1,556

Votes Against 95

The Chairman declared the minutes a **TRUE & ACCURATE RECORD.**

5. **Matters Arising from the Minutes of 28 April 2018**

There were no matters arising.

6. **2018 Accounts and 2019 Budget**

Roger Lindsay presented the written report and then verbally updated the meeting. Roger reminded the meeting of the existing policy of the Club, as voted on by the members, not to disclose any financial information that could possibly be of use to WimPen/Onagrup in their actions against the Club. This policy remained in place but it was reiterated that once the dispute was concluded full audited accounts would be presented.

Roger referred to the Club's Administrator, Hiro Bulchand regarding a claim against WimPen/Onagrup for funds in excess of €2 million which in our assessment is owed to the Club. The Chairman had written several times requesting a proper discussion and invoice regarding any Common Areas funding (DOA) but no reply has been received.

Money collected by the Club is used for the running of the Club and includes AGM costs, court costs and legal fees. These costs should be paid out of Club funds held by WimPen/Onagrup but they continue to withhold the money, disobeying arbitration and court orders. It was noted that the Committee organise General Meetings for less than £2,000 but WimPen are currently charging around £10,000 for meetings they organise. WimPen/Onagrup had asked the auditors Ernst and Young to calculate what money was owed to the Club. This was to be completed in January this year. It was then promised for the end of March this year. The result has still not been disclosed.

The Club is the dominant organisation on the Resort with an allocation of 4,376 weeks. This is 83.5% of the Resort. There is evidence to suggest that some Club Weeks have been turned into Escritura Weeks without authorisation from the Club. The meeting was asked to consider the detailed figures in the written report.

Roger gave a brief resume of the legal situation.

Arbitration found that WimPen had no right to continue to invoice and take money from Club members. WimPen ignored this order. The Appeal Court confirmed the Arbitration Order. The Arona Court in Tenerife declared that WimPen had no legitimacy in demanding payments from Club members. WimPen continue to ignore the ruling and have appealed. The Club's Administrator/lawyer is confident of success. A court order in the UK stated that the Club was the correct authority for collecting fees from members. In this case the Judge stated that claims should be lodged against WimPen by members for wrongly collecting fees.

In answer to questions from A. Gilchrist, J. Gordon, and I. Jameson, Roger had considered WimPen accounts over a period of time and there were many discrepancies especially around the payments of maintenance fees. WimPen/Onagrup are being pursued and so are the individuals concerned such as Mr Castro.

The Chairman thanked Roger for the presentation of the report and moved to the vote.

Votes in Favour	1,548
Votes Against	99

The Chairman declared the Report **ACCEPTED** overwhelmingly.

7. Resolution to support the Committee

“Resolution to support the Committee including the President and Chairman, in the Management of the Club and the present strategy, confirmed by previous General Meetings. This includes protecting the Club's financial affairs, and the removal of WimPen/Onagrup in Club matters.”

The Chairman informed the meeting that this resolution and resolutions itemised as 8, 9 and 10 were on very similar subjects. Resolution 7 was in support of the Committee and the present direction whilst items 8, 9 and 10 were the opposite. For that reason he will be asking for all the resolutions to be moved and for the debate on all of them to be taken together.

Walter Farquhar Committee Member Proposed the Resolution (7 above) on behalf of the Committee. This was seconded by C. Hyams.

Walter Farquhar spoke about his time on the Committee, and referred to Arbitration with its many delays causing some owners to become disillusioned. Arbitration should have been final and binding but WimPen/Onagrup have instead used every delaying tactic possible, including an appeal, resisting enforcement of the award in Spain and creating another arbitration in Scotland. WimPen/Onagrup keep losing but are frustrating the process. Members opposed to the Committee have slandered the Club President and Chairman even though it is the Club members that have taken the decision to continue the fight against WimPen/Onagrup. Walter said that members should trust the Committee, the Chairman and President based on their record of integrity and legal success, and they should vote in favour of this resolution, and against the opposing resolutions, if they wanted independent control of their resort.

The Chairman stated that the proposer and seconder for the resolutions 8, 9 and 10 were not present and it would be normal procedure not to allow the resolutions to be considered however, on this occasion he would call for a proposer in the room.

There was no proposer for the resolutions 8, 9 and 10. There followed a debate and I. Jameson V33 W7 suggested that it would be best to vote on all the resolutions to avoid any challenge. The Chairman asked the meeting if they were content to do this. There was general agreement. The Chairman accepted this suggestion and stated that there would be a vote on each resolution.

The Chairman asked if there was anyone wishing to speak in support of the resolutions 8, 9 and 10. There were no speakers.

Christine John V63 W7 spoke against resolutions 8, 9 and 10. She said that the Committee needed to have everyone's full support for acting in the best interests of owners. It would not be in anyone's interests to supply financial information to the opposition and to give a contract to a company that has shown disregard for the interests of Club members and who have acted shamefully.

The Chairman moved to the vote on all resolutions.

Resolution Item 7 giving support to the Committee

Votes in Favour	1,537
Votes Against	105

The Chairman declared the Resolution **CARRIED** overwhelmingly

Resolution Item 8 proposing a vote of no confidence in the Committee

This was put to the vote

Votes in Favour	118
Votes Against	1524

The Chairman declared that the resolution **FALLS**

Resolution Item 9 asking for the disclosure of Club Finances

This was put to the vote

Votes in Favour	170
Votes Against	1472

The Chairman declared that the resolution **FALLS**

Resolution Item 10 proposing to give WimPen a contract and to call a meeting chaired by the DOA President or an independent moderator

This was put to the vote.

Votes in Favour	125
Votes Against	1517

The Chairman declared that the resolution **FALLS**

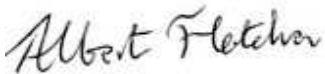
8. **New Owners for Ratification**

The Chairman explained that it was a requirement under the Constitution for anyone taking ownership of a week for their membership of the Club to be ratified. Some of the new members may already be members of the Club as they own more than one week. The Chairman read the names to the meeting and they were **ACCEPTED** and **RATIFIED** by general accolade. (Details will be kept on file)

The agenda having been completed the Chairman announced his intention to close the meeting but prior to doing so he announced that Paul Motion from BTO solicitors who was our legal advisor in Scotland was running in the London Marathon the following day to raise money for Brain Tumour Research. The meeting agreed for a collection to take place for this worthy charity.

The Chairman also advised that there would be a Question and Answer session for those who felt more comfortable speaking privately.

The Chairman closed the meeting at 3.10 p.m.



Albert Fletcher
Club Chairman