



CLUB LOS CLAVELES

OFFICIAL MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 10 SEPTEMBER 2017 Albert Fletcher, Club Chairman Presiding

The meeting was held at the Citrus Hotel, Coventry CV8 3DY

1. Chairman's Welcome and Introduction - Mr Albert Fletcher JP

The Chairman opened the meeting at the scheduled time of 11.00 am and thanked everyone for attending. It was stated that it would take a few minutes to complete the registration and ascertain the voting figures. The Top Table were introduced along with those helping with procedural matters.

The Chairman read out a letter of apology for non-attendance by Veranne Wilkinson of Hutchinson. It stated that Hutchinson officials were on business out of the Country. Veranne stated that, "As you are aware, it has been a very busy and challenging year for your Committee, whose perseverance and on-going commitment to the Club has led to some very positive results, further to the Arbitration process". Veranne went on to say, "We have been liaising closely with your Committee Chairman over the last 12 months in readiness to take over the trusteeship, and whilst further legal procedures are in progress in order to implement such change, we hope to be in a position to become your Club's Trustee in the very near future. We look forward to working alongside your Committee for the benefit of the Members for many years to come. We trust that the above will be both informative and helpful and wish you a very successful AGM."

The Chairman advised the meeting of the rules of debate to which everyone **AGREED** without dissent.

The Chairman advised that no one in the meeting should record or stream the meeting by the use of any device. This was **AGREED** without dissent.

The Chairman advised that there was an official recording which was purely to assist with accurate minutes. This was **AGREED** without dissent.

2. Approval of the Minutes of the SGM 22 April 2017

Mr Burford V17, W22 asked the voting to be clarified regarding the difference between a Member and a Certificate when voting. The Chairman stated that he did not see any difference for voting purposes between a week owned and a certificate and this is why everyone had a voting card with their number of weeks owned, however, he took on board the point of there being a difference between a certificate and a member. The Chairman stated that he would take this into account in future when recording votes.

At this point there was a short recess to await the voting figures. The meeting was re-convened 10 minutes later.

The Chairman announced that there were a maximum of 255 (revised 256) votes in the room and 715 votes by proxy. There were a total maximum votes of 970 (revised to 971).

The approval of the minutes was put to the vote.

In favour	883
Against	88

The Chairman announced the minutes **APPROVED**

3. Matters Arising from the SGM Minutes

Mr Hyams V81, W29 asked if the €125,000 WimPen had been instructed to hand to the Club Committee by the Arbitrator had been received. The Chairman replied that the money had not been handed over.

4. Committee Report (The written report was sent out prior to the meeting)

Carol Parkinson, President, gave a verbal update. Carol clarified that the contract with WimPen came to an end, on WimPen's admission, on 3 May 2017 and Hiro Bulchand was the Administrator for the Club. Members were obligated under the Constitution to pay their maintenance fees to the Club. WimPen were attempting to force members to pay their fees to WimPen and this was illegal. WimPen were going onto the RCI database and blocking owners from using their weeks. It was not RCI that was blocking the weeks but they were allowing it to happen.

Carol made reference to her visit to Los Claveles in May 2017. She had attended to assist owners and give them confidence. Carol reported that owners were being abused by Onagrup employees who had been put in place in reception replacing Salvador and reception staff. Salvador had been dismissed by WimPen/Onagrup/Mr Pengelly and been given two hours to move out of his house without anywhere to go. The reception staff (Sue and Annie), with the exception of Salvador, have now been awarded compensation for unfair dismissal. Carol was made a target and assaulted and sexually abused by a member of the Onagrup team. The British Vice-consul in Tenerife has been involved. False allegations had been made by Onagrup against herself and the Chairman. Carol thanked everyone who had donated for her expenses as lawyers were involved. Carol advised that some owners on the Resort have been offered free drinks and meals in order to encourage members to support Onagrup.

Carol advised that the Chairman had written to Mr Pengelly asking for a proper account of the Development Owners Association (DOA) and an invoice for the Club's contribution. No reply has been received. The Club believes that WimPen are holding €800,000 in balances (85% belonging to the Club)

Mr Dearnly V14, W4 asked about access to villas. Carol reiterated that WimPen had no legal right to deny access to Club members.

Sue Martin V66, W47 stated that she was awaiting her invoice from the Club for November. Carol stated that this would be dealt with.

Mr Burford V17, W22 asked about the validity of WimPen/ Onagrup. The Chairman replied that they exist as a company but they are not employed by the Club and are acting illegally by demanding payments from owners and refusing entry to villas.

Mrs Burford V51, W28 asked if the meeting could be given financial information regarding maintenance fees. The Chairman responded by saying that he would do this if the meeting agreed, however he was concerned that such information would get back to WimPen and could be used against the Club's interests. On being put to a vote the meeting overwhelmingly **AGREED** not to give this information to the meeting.

Mr Mott V11, W35 stated that he had paid WimPen maintenance before being advised not to but WimPen had written stating he would be blocked.

Mr Gordon V51, W23 stated that he was forced to pay WimPen on arrival. He paid by credit card and subsequently complained to the card company. He received a full refund from the card company because he was forced to pay a fraudulent payment. The Chairman advised Owners to complain to

WimPen/Onagrup and RCI if their weeks were blocked with copies to the Club. Mr Lovatt V41, W22 asked owners to put their complaints on the Facebook page in order to make a collective complaint to RCI.

Mr Hyams V81, W29 thanked the Committee for everything they were doing.

Carol, President, received loud applause for her report.

5. Proposed change to the Constitution - Resolution

“The Club Chairman and Club President shall be elected for a 3 year term and will be eligible for re-election.” (Full details enclosed with the Agenda and explanatory notes)

The Chairman stated that the Constitution required a 2/3 majority for the resolution to be carried. There was a short debate followed by a vote.

Votes in favour of acceptance	845
Votes against	112
Abstentions	12

The Chairman announced the Resolution **CARRIED**.

6. Election of Club President (A statement from Carol Parkinson was presented with the meeting papers)

The Chairman asked for further nominations. There were none.

There being no other nominations the Chairman announced Carol Parkinson was **ELECTED UNOPPOSED**.

There was spontaneous loud applause

7. Election of Club Chairman (A statement from Albert Fletcher was presented with the meeting papers)

The Chairman asked for further nominations. There were none.

There being no other nominations the Chairman announced that Albert Fletcher was **ELECTED UNOPPOSED**.

There was spontaneous loud applause.

8. Election of Committee Member (A statement from Terry Smith was presented with the meeting papers)

The Chairman asked for further nominations. There were none

There being no other nominations the Chairman announced that Terry Smith had been **ELECTED UNOPPOSED**

There was spontaneous loud applause.

At 12.40 pm the Chairman adjourned the meeting for a comfort break. The meeting resumed at 1.05 pm.

The Chairman apologised for difficulties with the public address system which had been borrowed. He asked if the meeting would support him purchasing the Club's own equipment. This was **SUPPORTED UNANIMOUSLY**.

9. Arbitration Report. (A comprehensive report was available with the meeting papers)

Roger Lindsay - Committee Member, gave further details which complemented the written report. The report included everything from the termination of the contract at the Committee Meeting in March 2015, the AGM in June 2015 ratifying the decision, the contact made with the Scottish Law Society to appoint an Arbitrator, the commencement of Arbitration in March 2016, the expected completion date kept being put back, final submissions in January 2017. WimPen had refused to comply with orders to return the Member Register and Club funds to pay for legal fees. The results of Arbitration were stated. In a letter from WimPen, sent by them to members, they claimed they had won the Arbitration, however, WimPen have appealed the Arbitrator's decision and the Club have 3 weeks in which to lodge a defence even though it is the Arbitrator that is being appealed. Roger stated that it was necessary to take action against WimPen in Spain and this was being pursued.

The Committee intends to make the Arbitrator's Award document available to all Club Members as soon as the Club's solicitors say that we will not be breaching confidentiality clauses contained in the arbitration rules. The Appeal decisions will also be advised as soon as they are available. The Arbitrator supported the handing over of trusteeship from FNTC to Hutchinson and could not understand why this had not happened.

In response to a question the Chairman advised on the situation with the transfer of trusteeship. The Chairman stated that as a result of non-compliance the Club had issued court action as supported by the previous General Meeting. FNTC have until 20 September to advise if they will defend

the action. The meeting was reminded that FNTC were ordered to transfer to Hutchinson 5 years ago and received a payment for this.

Peter Booth V31, W24 reminded the meeting that the Committee act on behalf of the Club.

Mr Ruddy V17, W32 spoke at length about reaching an agreement with Onagrup as they only wished to run the resort as a whole for everyone. Ms Cavadino V32, W45 stated that talks had been tried with Ona to no avail as they were not interested in negotiation. She reminded the meeting that the Club had a new Administrator in place that was well qualified to undertake any necessary work. Mr Ruddy was reminded that the process would have been easier if he had not encouraged support for WimPen at the 2015 AGM.

Carol Parkinson, President, stated that Onagrup were saying they owned the Resort and this was to do with the way the transaction took place with Mr Pengelly.

Mr Lee V67, W21 stated that he was aware of timeshare industries practices of companies coming in and taking over resorts by force by increasing maintenance fees and encouraging owners to give up.

Mr Boyd stated that he was an Escritura owner and he supported the Club taking action against WimPen/Onagrup. At the Escritura Meeting the voting was rigged by Onagrup and they gave themselves a new 3 year contract. This was exposed by the good work of the Club Chairman at that meeting.

Mr Lovatt disagreed with Mr Ruddy and stated that many owners had tried to communicate with Snr Castro (Chief Executive of WimPen and Onagrup) but without success.

The Chairman reminded the meeting that the cost of the unfair dismissals of staff falls on the Club as they are paid and employed by the Resort. He also drew attention to the fact that some owners were handing back weeks to the Club via WimPen but unfortunately these were being absorbed into WimPen Ownership. WimPen / Onagrup are making false allegations and behaving illegally and immorally. WimPen are not appealing against the instruction to hand back the database but they have not complied. They have an obligation to consult the Committee on issues but refuse to do so. Once Onagrup own 75% of the resort they would control it and could sell it. WimPen / Onagrup are working with FNTC who control the majority of Club votes.

The Chairman read a letter to Mr Pengelly (President of the DOA) regarding the payments for the common areas and access to villas. No reply had been received.

The Chairman read a letter to FNTC (August 2016) demanding their cooperation. No progress to date.

The Chairman read letters from Club members to Snr Castro demanding his cooperation. No progress to date.

The Chairman thanked the meeting for their continuing support to the Committee and to Roger Lindsay for his report.

10. 2016 Accounts and 2017 & 2018 Budget_(See Note)

The Chairman stated that it was a requirement for this to be on the Agenda. Unfortunately no figures were available as he had requested WimPen several times to provide the accounts but they had refused. There were no questions on this matter and the explanation was **ACCEPTED**.

11. Any Other Business

The Chairman was asked if it was possible for the Club to employ its own security to remove WimPen from the Resort. The Chairman replied that this was possible but he would not wish to authorise this without the backing of a Court Order.

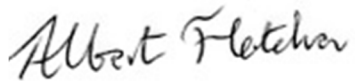
Mr Weller V50, W20 gave his account as to what happened when he visited the resort for his official occupation. He was the first to arrive on the Resort after the contract with WimPen had ended (after 3 May 2017) and the Resort had reopened after the maintenance close down. He had paid the maintenance fees to the Club (as per the Constitution). They were given the keys from reception to their villa. He was informed by Abel (an employee of Onagrup) that he should not have been given the keys and that he should not be on the site. He stated that everything Carol (President) had reported was correct in that Onagrup did cut off the electricity to his villa and he and his wife were afraid to leave his villa in case he was evicted. He witnessed the disgusting abuse levied on Carol. He reported the matters to the police. He was on site for two weeks and it was the worst holiday he had ever experienced.

Carol thanked Mr Weller for speaking at the meeting and reassured owners that any owner visiting the Resort in future was unlikely to be treated in this way.

Richard Burston advised that if anyone wished to pay their maintenance fees they could do so at the close of the meeting.

Terry Smith (New Committee Member) addressed the meeting and stated that he would work to the best of his ability on behalf of the members.

The Chairman thanked everyone for their attendance and contribution and closed the meeting at 2.42 pm.

A handwritten signature in black ink that reads "Albert Fletcher". The signature is written in a cursive style with a large initial 'A'.

Albert Fletcher, Chairman
5 October 2017