

Minutes of the 2023 Annual General Meeting

Martlesham Heath Householders Limited

Held at The Pavilion, Martlesham Heath

Wednesday 7th June 2023 (8.00pm).

Directors Present: Mr D Foster (Chair) Mr D Boswell, Mrs L Calver, Mr J Kelso, Mr A MacLeod, Mr D Markham

In attendance: Mrs D Chappell, Mr S Dijon, Mr A Jordan-Hawes, Mrs K Gould, Mr E O'Byrne,

The Chair welcomed everyone to the meeting, introduced the directors, giving thanks to:

- All the volunteers, including the volunteer directors.
- Mr Chris Rogers for his work on the MHHL response to the East Suffolk Council Walking and Cycling Strategy and Brightwell Lakes footpath proposals,
- The paid and unpaid litter pickers, including Martlesham Womble volunteers, who are unsung heroes on the litter picking front keeping Martlesham clean and tidy.

1. Apologies for absence

Mrs M Weaver, Mr R Guy, Mr C Rogers, Mr & Mrs D Green, and Mrs L Cameron.

2. Approval of the Minutes of the 44th (2022) Annual General Meeting

It was proposed to make a revision at Pg8 of the draft 2022 AGM minutes previously circulated; to move the final sentence in the third paragraph to become the final sentence in the 4th paragraph so as to refer to Martlesham Heath SSSI Ltd.

"They are a separate company, and a grant is applied for each year to assist maintenance."

Subject to that amendment, the minutes of the 44th Annual General Meeting held on 8th June 2022 were approved on the proposition of Mr C Blundell and seconded by Mr S Dijon.

The vote was passed unanimously on a show of hands.

3. Consideration and approval of the Chairman's report

Since incorporation in 1975, there have been 84 volunteer directors along with countless volunteers who have ensured that our 150 acres of open spaces (and the Control Tower) are managed in a cost effective and environmentally sensitive manner, with carbon sequestration a high priority.

Mr Foster explained the directors and volunteers are unpaid; the Articles of Association specifically prevent any remuneration for directors. Martlesham Heath SSSI Ltd separately manages the SSSI land. MHHL uses subcontractors to provide administration service, membership, financial, and litter picking service.

Mr Foster reported on his MHHL work highlighting:

- To protect the top end of the Green, he attends biweekly online forum meetings with representatives from Martlesham Parish Council, McCarthy Stone and East Suffolk Council. The car park design is relatively good although MHHL had to challenge McCarthy Stone about the temporary footpath, since removed, and leaving the

ground in an unsatisfactory condition. A new cycle path along Eagle Way will be installed by McCarthy Stone traversing the northern boundary of the retirement complex. Advisory signs may be required to deter cyclists from cycling along the footpath outside the surgery. McCarthy Stone propose transferring an area of open space to MHHL located to the east of the new apartment complex.

- A recent review of the MHHL Articles of Association concluded the Articles are outdated and no longer 'fit for purpose'. For example, the Articles did not permit the company to hold electronic meetings during Covid. The least expensive option is to replace the current Articles entirely, rather than revise them in part. The legal work is due to start July 2023. The plan is to schedule formal adoption of the new Articles at the 2024 AGM.
- Work continues with the land transfer from Graingers PLC; (a slide was shown to identify the two areas of land which Graingers PLC are looking to hand over to MHHL, both near to the footbridge crossing the A12). MHHL is also working on acquiring further parcels of land from Graingers PLC.

Mr Foster thanked Duncan Sweeting and the Martlesham Conservation Group, and the Martlesham SSSI Ltd directors, all who give up their time for the benefit of the locality, also thanking Martlesham Monthly for their work in maintaining the windsock on Eagle Way. He thanked his fellow MHHL volunteer directors, the MHHL volunteer team, the general administrator, membership secretary and litter controllers for their contribution over the last 12 months.

4. Considerations and approval of the accounts and balance sheet

Mr MacLeod introduced a short slide presentation observing:

- The general trend is increasing expenditure due to the ever-increasing costs of supplies and services, decreasing the cash flow.
- Recent expenditure includes £6k clearing a backlog of tree maintenance, £2k installing a new defibrillator in the village in Manor Road (split East Suffolk Council £1k, MHHL £1k), and £2k for repairs to the Manor Road clock. For 2024, there will likely be a £4k cost for gorse reduction (the Parkers Place gorse reduction necessarily on hold pending the outcome of a badger survey) £3k legal costs for the update of the company Articles, and £1480 anticipated as the MHHL share of repairs to the village green.
- If inflation is assumed at 7% it would leave the company with a £7475 year end deficit.
- A detailed breakdown of sundry expenses and other repairs is available on request.
- Reserves are sitting at a healthy £70k, cushioning any immediate subscription increase.
- The financial forecast remains much the same as last year. The £35 subscription remains very good value, with the subscription income supplemented an increased number of house transfers due to COVID. Expenditure is largely maintenance of green areas because of the trees on the Heath getting taller and larger over time. It is likely that we will need to raise the subscriptions soon to avoid eating into the reserves. The amount of the increase has not yet been discussed.

Mr MacLeod invited questions.

- a) When were the subscriptions last increased?
- b) Why is the interest and dividend income so low at £177?
- c) Does the company pay tax?
- d) Why was the gorse reduction policy introduced given so much of the Heath is covered by gorse? Is it proposed to remove all gorse?
- e) Is intended to address the gorse on Broomfields?
- f) If subscriptions are increased, what new projects will this finance?

The following points were noted.

- a) It is 7 years since the subscriptions were last increased. A slide illustrated the history of MHHL subscriptions charged per household; in 2006-8 it was £10 then it jumped to £20, rising to £30 by 2016/2017 and then a £5 increase to £35 in 2018. The current subscription remains at £35.
- b) It was agreed more could be done to achieve a better return on savings, even on a fluctuating cash flow in the savings account.
- c) The company pays a very small amount of corporation tax; £1 was paid last year, and circa £50 the preceding year.
- d) Gorse presents a fire risk to housing and the gorse reduction policy concentrates on clearing gorse from the larger pockets of gorse bordering Eagle Way.
- e) Members were invited to submit ideas for projects, subject to the usual MHHL restrictions and constraints. Capital projects currently under consideration include a tree survey (as required by the tree policy) and repainting the Control Tower.
- f) £2k – £3k of savings were made to the Clock Tower repair bill by volunteers doing much of the work themselves.
- g) Gorse cutting on Broomfields can be considered if the Broomfield property owners wish it and all agree.

5. Election of Directors

It is a requirement of the Articles of Association that one third of the directors retire by rotation each year, although in practice it is often nearer one half retiring each year, and they are permitted to be re-elected by the members. The members must also approve the remuneration of the accountants.

The meeting collected in the voting papers.

Mr Blundell addressed the meeting drawing asking members to check the covenants in their property deeds; whilst the covenants are broadly similar across all the households on the Heath, they are not identical, so please examine them carefully. Mr Blundell then extended his personal thanks to the MHHL volunteer directors and all their volunteers, recognising that over 200 volunteers across the Heath do sterling work looking after the environment and contributing to the quality of life for the community.

Mr Foster thanked to Mr Blundell for his 20 years' service as a District Councillor to the area.

Whilst the poll votes and proxy votes were counted, there was a fascinating presentation from Suffolk Wildlife Trust on the new Martlesham Wilds.

Mr Foster declared the results of the vote for the appointment of directors.

- Mr David Foster was re-elected. carried unanimously (35 poll votes,13 proxy votes).
- Mr John Kelso was re-elected. carried unanimously (35 poll votes,13 proxy votes).
- Mrs Lisa Calver was re-elected. carried unanimously (35 poll votes,13 proxy votes).

6. Authorise Directors to agree remuneration of Reporting Accountants

Mr Foster explained the role of the accountant. It was proposed that the members authorise the Directors to agree remuneration of the reporting accountants. Mr Foster stated that MHHL pays the accountants £650. All reports can be viewed online via Companies House.

This was carried unanimously (35 poll votes, 13 proxy votes).

7. Approval of Reports

Approval of the Chairmans Report was proposed by Mr P Wilmot and seconded by Mr C Reynolds. The vote was passed unanimously on a show of hands.

Approval of the Treasurer's Report was proposed by Mr S Denton and seconded by Mr C Reynolds. The vote was passed unanimously on a show of hands.

8. Approval of Special resolution

Mr Macleod stated that MHHL intended to keep to the same subscription for one last year, but the directors will have to consider an increase over the next year due to the increase in costs and the economy.

To consider and if thought fit, pass as a special resolution:

"To authorise the directors to levy a subscription/maintenance charge from all Company members for the period 1st July 2023 to 30th June 2024 at the rate of **£35.00** per dwelling, the subscription to be payable on or before 1st October 2023. In the event that the subscription remains unpaid, the rate will rise to **£45.00** on 1 December 2023. For the avoidance of doubt, members who occupy the same dwelling shall only be required to pay one subscription for that dwelling."

This was carried unanimously (35 poll votes, 13 proxy votes).

The meeting was then opened to any questions.

- a) What is the grass cutting policy including verges?
- b) Why is the grass cut so early in the year when other councils are adopting a 'no mow' May policy?

The following points were noted.

- a) MHHL cuts the MHHL land regularly all year round to keep it free of ticks and to maintain a neat and tidy village scene.
- b) CC Highways does not cut the grass as often on the verges under their responsibility.
- c) Having the 2 differing strategies in place complement each other and together it achieves a fair compromise when balancing competing 'green aspirations.'

Mr Foster thanked all the members and guests for attending and contributing to the meeting.

The meeting concluded at 9.20pm.