

## **Minutes of the 2024 Annual General Meeting**

### **Martlesham Heath Householders Limited**

#### **Held at The Pavilion, Martlesham Heath**

**Wednesday, 5<sup>th</sup> June 2024 (8.00pm)**

**Directors Present:** Mr D Foster (Chair), Mrs L Calver (Deputy Chair), Mr A MacLeod (Treasurer), and Mr D Markham (Company Secretary).

**In attendance:** Mrs P Parsons, Mr S Dijon, Mr A Jordan-Hawes, Mr R Guy, Mr C Rogers and Mrs K Gould.

The Chair welcomed everyone to the meeting, introduced the Directors, giving thanks to

- All the volunteers, including the Volunteer Directors
- The paid and unpaid litter pickers, for keeping Martlesham clean and tidy
- Volunteers from Martlesham Conservation Group who turn out in all weathers to work on Martlesham SSSI. They welcome new members and report their activities in Martlesham Monthly.

1. **Apologies for Absence:** Mr D Boswell, Mr E O'Byrne, Mr & Mrs MacKenzie, Mr & Mrs Robinson, Mr & Mrs Denton, Mr & Mrs Shakespeare, Mr C Wilmot, Mr & Mrs Simmons, Ms C Webb and Mr A Smith, and Mr D Parsons.

#### **2. Approval of the Minutes of the 2023 Annual General Meeting**

The minutes of the 2023 Annual General Meeting held on 7<sup>th</sup> June 2023 were approved on the proposition of Mrs K Gould and seconded by Mr D Trowse. The vote was passed unanimously on a show of hands.

#### **3. Consideration and Approval of the Chairman's Report**

Mr D Foster reported Martlesham Heath Householders Ltd (MHHL) was incorporated in June 1975, so this year MHHL will be 49 years old. To date there have been 84 volunteer directors along with countless volunteers who have ensured the over 150 acres of open spaces and the Control Tower have been maintained in the most cost effective and environmentally aware manner.

As reported last year during the Covid lockdown we discovered that our company articles had no provision to hold the annual general meeting remotely. On looking at the articles it was apparent that they had been modified multiple times since the company was formed by logging amendments in Companies House. All of the amendments were valid and had been voted on at various AGMs but because they were amendments they all had to be read in conjunction with the original Articles. The original articles being based on the 1948 Companies Act.

We engaged a solicitor to create a new set of articles. They found that the best way forward was to incorporate our specific requirements into a standard template. A

baseline was supplied by the solicitors and many hours of your directors' time have been spent correcting and reviewing it, in order to produce the final set of articles.

The articles are essentially the same in terms of MHHL specifics, but now include what would happen if MHHL were to close down. We have removed the right for the Parish Council to nominate a director. This right was originally put in when the company was formed as it was felt MHHL would not last. However, Martlesham Heath Householders Ltd has proved its capability to stand on its own two feet. We do have a good relationship with Martlesham Parish Council and will work to continue that good relationship. Any Parish Councillor who is also a member of MHHL can of course stand for election as can any other member. The articles are attached as Appendix A.

We do recommend that if someone wants to be a director that they come along as a volunteer first so they learn how the company operates and also fully realise the responsibilities that the directors have in terms of running the company.

Directors and volunteers of MHHL remain unpaid and the new company articles specifically prevents any remuneration for directors (aside from expenses).

The MHHL management team currently consists of 5 volunteer directors and 5 volunteers. We meet monthly to discuss ongoing issues and agree actions. The directors meet quarterly to review the budget and any legal matters that need addressing.

The effort involved in running MHHL is still vastly underestimated by some of our members. The fee we charge for maintaining the open space along with the Control Tower, Clock Tower and 65 parking spaces is kept low due to the work and commitment of the volunteers and directors working for free.

However, after keeping the maintenance charge at £35 for 7 years we do need to increase it this year, as the trend over the past 3 years has been that our outgoings are exceeding the membership fees collected, thus impacting the sinking fund (which is an amount of money which is set aside to cover any major work needed in the future). Or a year's costs should MHHL collapse.

Aside from the inflation, we have an aging tree population that we had surveyed. This has necessitated an increase in spend to remove dead and dangerous trees in Birch Woods and on the SSSI. We are also mindful of the excess Gorse on the SSSI that is being exacerbated by global warming.

Therefore, we propose to increase the membership fee from £35 to £45. This represents extremely good value compared to other developments such as Brightwell Lakes at £279, and Melton Park (which is run by volunteers like MHHL) at £385

Details of our figures are in the treasurer's section of this document.

We do have to subcontract various activities. These activities are membership management, finance, general administration, and litter control. We then have a pool of local suppliers that we use for tree, ground, and general maintenance.

Membership fee collection is the volunteers' largest task and is performed in house, covering data validation, preparing the invoices and statements, stuffing envelopes and delivery. Please do pay promptly as we have to chase far too many people who fail to pay on time.

I would like to thank my fellow MHHL volunteer directors, volunteer householders general administrator, membership secretary and litter controllers for their contribution over the last 12 months.

I would also like to thank the volunteers from the Martlesham Conservation Group (MCG) who turn out in all weathers to work on the Martlesham Heath Site of Special Scientific Interest (SSSI). The SSSI covers most of the Western Corridor. MCG welcomes any help and post their activities in the Martlesham Monthly.

Whilst Martlesham Wilds is receiving copious funding and massive publicity, the Martlesham Heath SSSI only receives a small grant from Natural England. £4k per annum that SSSI receives from Natural England is not enough to carry out the work required. In addition it is totally ignored by Suffolk AONB, although I am working to change that. It seems to be viewed as a dog walking area rather than an important part of the remaining Suffolk Heaths Sandlings'. Charlie Zakss at Suffolk Wildlife Trust is assisting with some of their excess volunteers, and on 6<sup>th</sup> August they plan to build stag beetle stacks in Birch Woods.

Martlesham Heath SSSI Ltd is still in need of volunteers with an interest in conservation. Please let us know if you would be willing to assist as a volunteer. SSSI board meetings take place 3 or 4 times a year.

The land transfer from Grainger has not yet happened, neither has the Section 106 agreement land from McCarthy and Stone.

It has been pleasing to gain voluntary member interest from McCarthy and Stone occupiers, and we hope for more.

The Chairmans Report approval was proposed by Mr J McQuinn and seconded by Mr C Reynolds. The vote was passed unanimously on a show of hands.

#### **4. Consideration and Approval of the Accounts and Balance Sheet.**

Mr A MacLeod introduced a short slide presentation observing:

Estimating forward subscriptions required, he had made assumptions of 4% inflation, and assumed same costs and expenditure, although there were always one-offs that arose. He showed a projection of subscription increases that may be needed up to 2034. Without an increase now, reserves would be depleted by 2027 at the current subscription rate. His chart showed that subscription increases in 2027 of £5, 2030 of £5 and 2032 of £5 may be required.

It was confirmed that charges at other local developments were much higher. Debtors were confirmed as very low in number. A question was asked about whether the reserves need to be higher, but at the new proposed subscription rate it was thought it would be acceptable.

It was noted that costs of replacement trees has been reduced by donations of trees from the Tree Warden at Martlesham Parish Council. This year we are up to 80 already needing replacement (due to the tree survey highlighting problems).

A question was asked about what if MHHL folded. This is covered in the Articles. Grainger could take it back, or a charity like The Land Trust could take it on. Enquiries five years ago showed they would have needed a subscription of £75pa, plus would want to take on the reserves.

A question was asked about voluntary contributions, which some householders have made. As we are not a charity, it was thought best these were made to SSSI.

## SUMMARISED ACCOUNTS FOR MARTLESHAM HEATH HOUSEHOLDERS LIMITED

(Company Number 01216678)

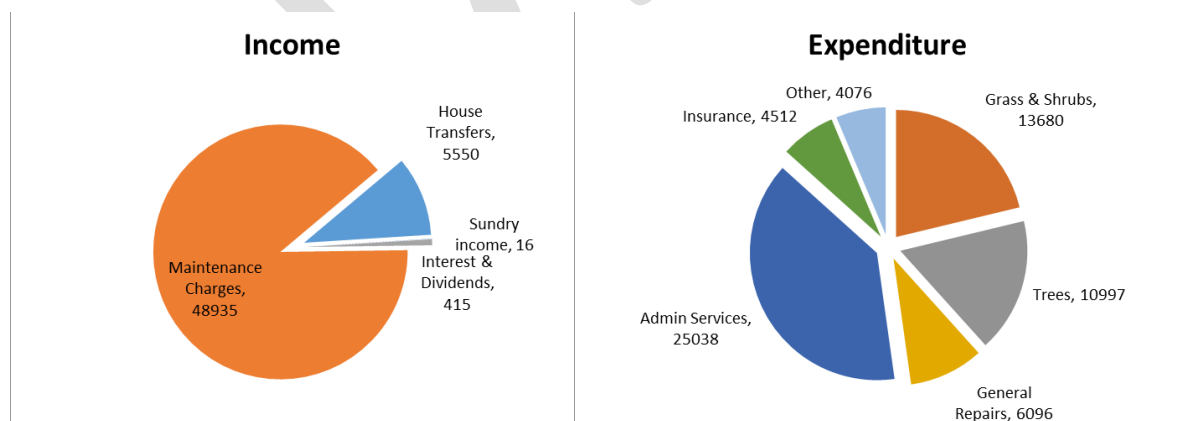
Year Ended 30 June	2024/2025 (Forecast)	2023/2024 (Forecast)	2022/2023	2021/2022
Income	54,915	54,915	57,634	59,070
Expenditure	66,976	64,400	62,192	55,597
Surplus/(Deficit) before tax	(12,061)	(9,485)	(4,558)	3473
with £10 increase	1,849			

### Reserves comprised the following as at 30 June 2023

Tangible assets & Investments	£ 345
Cash at bank	65,253
Prepayments & Debtors	4,000
Current Liabilities	<u>(3,345)</u>
	<u>66,253</u>

Copies of the full accounts for 2022/2023, prepared by our Reporting Accountant, will be available at the Annual General Meeting.

### Forecast Income and Expenditure Year Ending 30 June 2024



### Exceptional costs in 2023 - 2024

The forecast for 2023-2024 includes:

- ~£3000 Legal expenses – new articles of association
- ~£2075 Legal expenses – advice on flailing
- ~£5250 Professional survey of trees on MHHL land.

### **Increase in subscription**

The member's subscription has been £35 per annum for seven years. During that time inflation (especially in the last three years) has increased the company's costs and we see a clear trend of deficits the last year, this year and increasing in future years. For this reason it is proposed to increase the subscription for next year to £45 and members will be asked to vote on this at the AGM. It is anticipated the subscription will need to be revisited in 2026/27

Approval of the Accounts and Balance Sheet was proposed by Mr C Renolds and seconded by Mr P Davies. The vote was passed unanimously on a show of hands.

The meeting collected in the voting papers for the following resolutions:

#### **5. Resolution – Re-election of Directors**

- Mrs L Calver was re-elected, 50 For and 1 Against (36 in hall, 14 proxy).
- Mr D Boswell was re-elected, 51 For (37 in hall, 14 proxy).

#### **6. Authorise Directors to agree remuneration of Reporting Accountant**

51 votes For (37 in hall, 14 proxy).

#### **7. Resolution – To consider and, if thought fit, pass as an ordinary resolution:**

"That the Company levy a subscription/maintenance charge from all its members for the period 1 July 2024 to 30 June 2025 at the rate of **£45.00** per dwelling, the subscription to be payable on or before 1 October 2024. In the event that the subscription remains unpaid the rate will rise by an additional £10 to **£55.00** on 1 December 2024. For the avoidance of doubt members, who occupy the same dwelling shall only be required to pay one subscription for that dwelling."

51 votes For (37 in hall, 14 proxy).

#### **8. Resolution ; To consider and, if thought fit, pass a Special Resolution for the Adoption of a New Set of Articles (See Appendix B)**

"Whereas, pursuant to Section 21(1) of the Companies Act 2006, the Board of Directors of Martlesham Heath Householders Limited propose a new set of Articles of Association for the company. This is deemed necessary to better align the governance and operational framework of Martlesham Heath Householders Limited.

Therefore, in accordance with Section 283 of the Companies Act 2006, the shareholders of Martlesham Heath Householders Limited will be required to vote on the new Articles of Association during the AGM on 5 June 2024. The resolution shall be deemed to be passed if it receives the affirmative votes of not less than 75% of

those present and entitled to vote including proxy votes. Thereafter, the directors are authorised to file the New Articles with the appropriate regulatory authorities.”

50 votes For, 1 Abstained (36 in hall, 14 proxy).

The meeting was then open to any questions:

- Mr J Kelso noted the cricket pitch was in poor condition, and wondered if it should be removed. MHHL are aware and have a quote for re-covering and repair, which is quite high. Removal would be an even greater cost. MHHL would welcome a cricket team with a youth section, in which case grants could be applied for.
- Cycle paths – thought to be dangerous due to narrow width and poor markings particularly in the Broomfield area. Cycle paths are developed by East Suffolk Council and maintained by SCC/East Suffolk Services (suggested it is reported on Fix My Street which sends reports to appropriate authority).
- Volunteers & Directors of MHHL – should there be one for every street/hamlet? It would be a great idea, and, as before, volunteers are welcome.
- Parking – several points about difficulty parking in the three car parks near the shops. The middle one needs remarking, which McCarthy & Stone offered to do, but could not get agreement with Landbridge. None of the car parks are on MHHL land. The new one is the responsibility of the Parish Council, and the other two are managed by Landbridge, who also manage the shops. It is believed BT and industrial estate workers may be using these car parks, and walking over the footbridge.
- Magazines – it was thought that 4 glossy magazines a month were too many, can they be stopped? Not an MHHL issue.
- Heathfield garages – surface water flooding. MHHL is aware, and has assisted with information that this is the responsibility of the garage owners in the area. Please refer to title deeds.
- Litter Bins – Why are there not more? Some locations were getting over-filled after picnics/events, leading to a litter problem. It is preferable that people take their own litter home. A couple of dog bins have been removed in the Heathfield/Mayfield area. Not MHHL bins, may be Parish Council bins?
- Grass Cutting on Verges – whose responsibility? East Suffolk Services cut those areas – best to report on Fix My Street.
- Pavement problems – responsibility of SCC Highways.
- Dead trees in Birch Woods with orange paint spots – have they been missed by tree surgeons? It was pointed out these are Priority 2 works scheduled for later in the year. Also, some trees are tagged (without orange marks) as they are being monitored.
- BBQs on the Green. An email from Birchwood School was considered. MHHL explained it was policy not to have BBQs on the Green, as it was felt this would cause confusion if residents could not, but organised events could.

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

Mr C Blundell thanked the Directors and Volunteers of MHHL for all their hard work on everyone’s behalf. A round of applause was given.

The meeting concluded at 9.30pm