

**ELMER SANDS LTD
MINUTES OF THE 86TH ANNUAL
GENERAL MEETING**

**HELD AT 2.30PM ON SATURDAY 18th May 2024
THE JUBILEE HALL, MIDDLETON-ON-SEA**

Registered Attendance = 36 people
Votes issued (one per member property) = 27
Proxy votes issued (one per member property) = 3
Total authorised member votes at AGM = 30

In attendance: The Directors – Colin Bernhardt, Maz Calver Smith, Gerry Easter, John Kirby, Myra Miller, Shelley Newton, Alison Page, Ruth Rogers, Saz Trebble, Jan Young and the Secretary

Colin Bernhardt in the Chair.

Item 1: Welcome and Apologies

The Chairman welcomed everyone to the meeting and the Council Members individually introduced themselves.

The Chairman referred to ESL as a small non-profit making business and how he felt it might fare in a SWAT analysis. He said that in his view, the main strength of ESL was the members and volunteers without whom the Estate would not work nor be such a nice place to live. He went on to say that he felt the only real weakness for ESL was the very small percentage of members who made life unpleasant for the Council and other members. In terms of opportunities, he noted that the Council would be working to streamline operations and find ways to offset some costs. In conclusion the Chairman said that the main threat to the Estate was climate change and the erosion of the sea defences, but ESL was working closely with the Environment Agency for best possible outcomes.

Apologies were received from:

ESL Directors - Tim Wright, Andy Cooper.
Members - Evelyn & Michael Blacker, Bella Amiston, Liz Francis-Gordon,
Chris & Lin Biffen

The following business was conducted:

Item 2: To Accept the Minutes of the Annual General Meeting held on 13th May 2023.

Proposed by Gerry Easter, Seconded by John Kirby. Approved.

Item 3: To Accept the Accounts of the Company for the year to 31st December 2023

Proposed by Alan Newton, Seconded by Stuart Hammond

Approved.

Item 4: To Appoint PKR Accounting Techniques as Accountants to the Company

Proposed by Adam Latus, Seconded by Jan Young

Approved.

Item 5: To Elect a Maximum of 7 Council Members from those nominated prior to 20th April 2024 in accordance with Articles 37-40

Members were advised that a third of the Council retired by rotation annually.

Retiring Council Members: Andy Cooper, Myra Miller, Tim Wright and Jan Young.

One new candidate for election: Adam Latus.

Mr Latus briefly introduced himself with details of his profession and what it means to him living on the Elmer Sands Estate.

Election of Adam Latus as a director of ESL:

Proposed by Gerry Easter, seconded by Bob Miller.

Ordinary resolution passed.

Automatic Re-election of retiring Directors: Following the election of new candidate Adam Latus there were 6 available places remaining on the Council. The following retiring Directors will continue by automatic re-election – Andy Cooper, Myra Miller and Tim Wright.

Retirement of Director Jan Young: The Chairman announced that Mrs Young was retiring from the Council after 7 years of continued service and he thanked her for her dedication to the role covering many aspects of Estate management. Mrs Young was presented with a bouquet of flowers and the members showed their appreciation with a round of applause.

Item 6: Proposals for Amendments to the Articles of Association by Special Resolution Requiring 75% votes.

Details of the proposals had been circulated to members with the AGM mailing in March and slides were displayed on the screen for reference.

The Chairman stressed that the two proposals being presented by the Council were in direct response to the Members request at the Company's last AGM.

Special Resolution 1 – New Article 12A

- a) The Elmer Sands Company Secretary will, prior to the General Meeting being arranged, verify the names and membership status of the signatories requisitioning the General Meeting, in order to validate the request.
- b) At the General Meeting, a statement confirming the legality of the requisitioned meeting can be made, but the names of the signatories will not be read out.

Special Resolution proposed by Alan Newton, Seconded by Stuart Hammond.

Passed by show of hands 75%.

Special Resolution 2 – New Article 26A

Any instrument appointing a proxy will be provided by ESL in the following format. The purpose of the proxy form being to give Members choice in making their opinions known on any topic which will be voted upon at a General Meeting.

ELMER SANDS LIMITED

[date] GENERAL MEETING and ANNUAL GENERAL MEETING PROXY FORM

I (name).....

of (address).....

being a member of Elmer Sands Ltd hereby appoint:

Select Option by Ticking Box Below

A.

(name):

(address)

to vote on my behalf

OR



B.

The ESL Company Secretary to record my vote as below

	For	Against
ESL Council Special Resolution Proposal		
ESL Council Ordinary Resolution Proposal		
Member's Ordinary Resolution Proposal		

Signed.....

Date.....

Only proxy forms issued by ESL and returned by a member direct to the ESL Secretary will be accepted as a valid proxy declaration.

.....

Member Bob Harvey read out a statement (Appendix I) giving his view on the proposal for New Article 26A.

Mr Harvey expressed concerns about members voting without being part of an open and informed debate. He then referred to the proposed proxy form presented to members at the 2023 AGM and he clarified that Section B on the proposed new form would not give Council the right to act as proxy on a member's behalf. Mr Harvey then proposed that to avoid any mis-understanding the addition of "please ensure you have ticked the appropriate boxes before submitting this form" would make it clear beyond doubt, that this is a members' choice and not open to misinterpretation.

The Council supported Mr Harvey's proposed addition to the form and the Secretary confirmed that since it was a simple administrative amendment it would not require re-submission to the full Membership.

Special Resolution proposed by Alan Newton, Seconded by Stuart Hammond.

Passed by show of hands 75%.

Item 9: Management of the Estate:

Summaries of each area of management and maintenance were presented as slides to the members who were given time to read through the detail and questions were invited from the floor.

Grounds Maintenance of Common Areas and Community Facilities –
No questions.

Drainage and Flood Management – No questions.

Sea Defences –

Member William Marston raised the issue of sewage disposal in the sea and enquired about the current quality of the sea water. Director Maz Calver Smith advised members to use the 'Safer Seas and River Service' App (Appendix II) as a method of monitoring the up-to-date sea water quality and incidents of sewage disposal. She urged members to write to their local MP and Southern Water CEO.

Members were reminded that the original rock island scheme had resulted in a larger gap between two of the rock islands and in the ESL Council's view these shorter islands should have been extended by the EA as the optimum scheme for circa 12 million. However, in 2019 the Environment Agency opted instead for a 6 million project to extend the rock revetment at the top of the beach.

The Chairman summarised the present position with the Estate's Sea Defences and the Environment Agency's current options on the table. He went on to say that ultimately the Estate would be given 'Hobson's Choice'. Members were then shown illustrations of the recent work carried out by the EA to wire up the exposed gabions.

The Chairman stressed that the ESL Council would continue to keep the pressure on the EA to ensure that the Estate is protected.

Road Maintenance –

Member Bob Harvey expressed the view that although the Council was slow to deliver the re-painting of the road markings, there had been a noticeable reduction in traffic speed as soon as the project was complete. Director Myra Miller added that the Council had undertaken some speed hump re-modelling in certain areas to reduce traffic speed.

Mrs Miller then confirmed that the Council would be carrying out a full and thorough survey of the condition of the Estate roads at the end of May and quotations would be obtained for a schedule of repairs.

Security, Gate Guarding –

Members were advised that this season, as a trial, when the Manor Way entrance is guarded, The Layne barrier will be fixed closed. There was a brief exchange about access for emergency services.

Parking Management –

Members were advised that a new Team of three directors were trained and qualified to submit reports to One Parking Solution (OPS) for parking penalty charges in accordance with the official signage displayed primarily around the beach access areas. It was confirmed that OPS followed up on all parking charges at no cost to ESL.

Community and Social –

Although the recent ESL lottery bid had been unsuccessful, Members were advised that the Boule Terrain would be re-instated as a community volunteer project with minimal cost for materials.

A list of the 2024 family social events was displayed for information.

Item 8: Issues Raised in Advance by Members (previously submitted in writing):

1. A Member has expressed the view that there are too many signs at the entrances to the Estate. Council response – Review signage.

In response to a query from a member, Parish Councillor Alan Newton confirmed that there is no 'Welcome to Elmer' sign along the Elmer Road because Elmer is not a separate parish.

Item 9: Any Other Business:

Members Jo Wright asked the Council for its position on Fibre Broadband for the Estate.

Directors confirmed that this item had been discussed at the most recent ESL Council Meeting with follow up actions. A general discussion took place with input from several Members including - Openreach aimed for 75% coverage in rural areas using existing poles, no dig necessary. Recent damage in Alleyne Way from Storm illustrated a downside to use of overhead. City Fibre representatives had already assessed the Estate.

In conclusion, the Chairman said that the Council is aware residents want the Fibre facility and it will follow up on options offering minimum upheaval and present these to the Members.

Member Colin Rogers addressed the meeting, offering thanks to the ESL Board of Directors and the Chairman for a successful AGM which, in his view had been a much-improved atmosphere from the General meetings of recent years. He went on to say what a great job the Council was doing on behalf of the Membership. His sentiments were echoed by members from the floor.

There being no further business The Chairman thanked everyone for their attendance and contributions, and he closed the Meeting at 3.15pm.

Appendix I

Bob Harvey Statement read out at the ESL AGM 18th May 2024.

Proposal for New Article 26A

“I’m not a great fan of proxy voting because I believe informed choices should be made by a resident on hearing and evaluating the various opinions during open debate.

I accept, however, that there are circumstances where it is not possible for a resident to attend an AGM and should have the opportunity to appoint someone they trust to vote on their behalf.

That said, there was some confusion as to the objective of **New Article 12A**, possibly because of the Chairman’s Box debate at the last AGM.

So to clarify, Section B on the proposed new form does not give council the right to act as proxy on a resident’s behalf.

There is, however, a difference between an appointed proxy making an informed choice at an AGM *on behalf* of a resident and a resident making a personal decision *in advance* of the AGM without the benefit of being a party to open debate.

For that reason this new form presents a potentially easy option that arguably puts our democratic values in question, but that aside a resident signing the document is making a personal choice and council is NOT acting as Proxy.

To avoid any misunderstanding of that intent, I’m proposing that, whether you feel this new form is necessary or not, the addition of *please ensure you have ticked the appropriate boxes before submitting this form* makes it clear, beyond doubt, that this is the resident’s choice, not open to misinterpretation, and that failure to sign the form would make it invalid and therefore a wasted vote.”

Appendix II

Safer Seas and River Service App.



Surfers Against Sewage - Safer Seas & Rivers Service

Please download the SSRS app. Use the SSRS real-time map to track sewage discharge and pollution risks around the UK.

The UK consistently ranks as one of the worst European countries for coastal water quality thanks to the staggering amount of sewage, pollution and run-off entering our water. In 2021 alone there were over 370,000 discharges of raw sewage into UK rivers and seas. And during the 2022 bathing season alone, the hottest summer on record so far, the **Safer Seas and Rivers Service** issued over 2,000 sewage discharge notifications for designated bathing waters.

When we surf, swim or play in water that has raw sewage in it, we are at risk of gastroenteritis; ear, nose and throat infections; skin infections; and even hepatitis and e-coli. Research shows that water-users in the UK remain just as likely to become ill from seawater as they were in the 1990s.

In the app you can add your location(s) to your own 'watch list'. Each time there is sewage being discharged into one of your locations, you will be notified (please put your notifications on). In the overview section, you can report if you have been sick after swimming and take photos and upload evidence of any pollution you have seen. You will also be able to email both your local MP and the CEO of the water company to blame for the discharge, to complain about the problem.