

ROMAN PARK MANAGEMENT LTD

MINUTES OF ANNUAL GENERAL MEETING HELD AT 11.00AM ON SUNDAY 10TH SEPTEMBER 2023

PRESENT: Trustees: Mark Leggett (Chair) Karl McAlpine (Treasurer), Kim Bond (Trustee) and Brian Kite (Secretary). Dan and Michaela Hippey (Accountants) and 47 plot owners.

Mark Leggett welcomed the attendees to the meeting and then, due to a health difficulty asked Brian Kite to chair the meeting and read his annual report.

Every Trustees meeting commences with a Finance Report and has a considerable Confidential section which includes personnel and Equal Contribution debt, property by property.

Finance

Records show the finances of the Club, even before Covid-19, have been in slow decline in recent years. This is due to reduced footfall and the perception of the Club as a sports bar. The profits from the gambling machine – around £9,000 per month - had been masking the bar losses. To achieve these profits a small number of people were placing bets of around £30,000 a month. This placed the Club in danger of encouraging addiction or money laundering, or both. Both of these could carry legal consequences for the Club.

Following the popularity of Me Julies the Trustees wished to create a similar café, open to the general public, in the foyer. They asked the advice of the Licensing Officer. He recommended applying for a variation to the Club Premises Certificate (licence) and advised moving the swipe access to the Bar and Hall doors. This was applied for and granted on 27th July 2023.

He also gave this advice:

‘The swipe system seems a reliable option, weakness being someone could hand their card to anyone. A key code is similar, but could be handed out to anyone. You could have a steward checking membership, effective but maybe costly, many clubs operate using this. You could use a polite notice on the door, cheap, but probably not very effective. The law doesn’t require a particular solution if members of the public are using facilities of the club, not as guests, then the club runs risk of having its club premises certificate removed.

The Residents Committee have many objections to the introduction of the Swipe system. Their principle one seems to be as it is not a legal requirement and is un-necessary. Advice from a Council official carries the weight of law. Should we not adopt the swipe system wholeheartedly, in any discussion, an insurance company, Judge or Coroner will ask for the licensing officer’s advice and why it was not followed. We have a vacancy for a Trustee at the moment. If any member of the Residents Committee would like to be appointed as a Trustee and be prepared to answer the Judge’s question, please declare it today or withdraw your opposition.

The final point in the discussion beyond which we are not prepared to move is that in the Memorandum of Association, ‘the objects for which the Company is established are:- among other things to, ‘undertake all necessary repairs, alterations and improvements to the property.’

We the Trustees, and only shareholders in Roman Park Management Ltd, to whom the Developer transferred the Estate, Property and Amenity Land, and who have been elected have decided in the light of the Licensing Officers advice that controlling access to the licensed area shall be by way of the swipe cards.

We have repeatedly reminded the Residents Committee of Item 7 in their Constitution, ‘The Club agrees to occupy the premises provided by the Company on the terms offered by it and subject to its terms and conditions.’ Our reasonings have been ignored.

The Trustees submitted a motion to the Residents Committee AGM which has been rejected due to a typing error. (We inadvertently wrote 23.00 instead of 22.30.)

The Trustees agree and share the aim of Jason Hill's motion that financially, the present way the Club is run must change.

We will, over the next months, devote ourselves to exploring the possible options:

1. Stay as we are making huge losses with potential for doubling of Equal Contributions.
2. Make full use of it with activities for the whole community
3. Opening as a Community hub open to all groups to hire. Keeping bar with an expensive open license and not serving draught beers due to cooling costs.
4. Passing the whole licensed area to a limited company with directors with personal liability to run and be responsible for all costs while paying an economic rent of c.£50,000.
5. Sell the site: Unlikely to gain support of 75% of 420 votes. Bancroft Park unlikely to vote for mixed high density housing possibly including a block of flats.

As our existing solicitor retired, we appointed BridgemanKettle, of Bletchley to handle our conveyancing. From Owners dues the Trustees funded the Residents Committee with £250 per month and made financial contributions to the Firework event. Subsequently, the Residents Committee has entered into a new financial arrangement and has also decided to close their bank account which is still awaiting the existing signatories to close it.

Premises and Estate

Much maintenance work has taken place over the last 12 months. The Trustees have been appointed to manage the estate and require no consultation for improvements and maintenance to the premises.

Maintenance has included:

Insulation of Conservatory roof, updated hard wiring, refurbished tub and armchairs and kitchen and bar equipment repaired or updated. Urgent repairs to the roof and updating fire protection equipment meant improvements to the phone system and internet were put on hold. Trees and shrubs have been cut back to reveal the Club from the Park and the patio area has been made safe. 21 chairs and 5 tables were sourced on Ebay for the café. The café area has been decorated.

The Club was utilised by Stantonbury Parish Council as a Warm Space.

New leases have been signed with tenants – Snipaholix, First Choice Properties and the Greek Food van. We have assisted the Residents Committee with their members register.

We have helped residents with parking, conveyancing, planning issues, bottled beer and tree problems. The advertising signs on Constantine Way have been removed. We have been requested to take a view on the new rubbish bins.

Wedding bookings are increasing as are, sadly, wakes.

Staff and Directors

As the potential manager resigned in September we appointed a new manager in April. New contracts have been issued to staff. All staff signed the Code of Conduct. Food safety and First Aid certificates obtained.

Four Directors resigned – Pete Brady, although Pete continues to address arrears in Equal Payments, Bob D'Souza, Ken George and Sally Wells. 4 new Directors have been appointed: Brian Kite, Sally Wells, Mark Leggett and Kim Bond. New trustees signed a Declaration of Interest form.

Roman Park Management Ltd is now registered with the Information Commissioners Office. We have assisted the Residents Committee in acquiring the Stantonbury Parish Council's grant for fireworks 2023.

I would like to say thank you to the many Trustees for their devotion and hard work over an interesting year.

There were no nominations to fill the vacant Trustee position.

Two motions had been submitted to the meeting

They may be found at <https://romanparkclub.co.uk/forms-fees/>

1. Whether to keep Sky and BT Sports Television with their associated costs. at a vote this motion was lost.
2. To make plans for the secure financial future of the Club. This motion did not reach a vote but a consensus agreeing to the motion and the points in the Chair's report was reached and it was agreed that an invitation to plot owners with experience in running similar premises should form a time limited working group to draw up guidelines. An invitation would be issued to all plot owners.

There was discussion relating to the withdrawal of the Gambling machines. The Trustees took the view that as large amounts of money were passing through the machine via a limited number of users, keeping the machines could be construed as encouraging addiction of money laundering. A counter argument that it was a way of making a charitable donation to the Club was voiced.

There was further inconclusive discussion regarding the secure electronic system controlling the entry to the licensed areas. The meeting declined to listen to the chair.

The very heated meeting closed at 12.30

Motions for consideration at Roman Park Management OGM 10th September 2023

Proposal 1

This Motion seeks agreement from plot holders to instruct the Trustees to cancel the subscription for Sky and BT Sports, which will reduce the level of annual contribution by approximately £28 for each household. With direct and indirect costs the Bar as a trading concern operates at a loss and has done for a number of years. The cost of providing Sky and BT Sports for the benefit of patrons using the bar increases the loss by £12,000 a year or £28 per plotholders annual contribution.

The majority of residents do not use the bar / club, saying they regard it as a sports bar and at last years OGM a resident challenged the cost and the fact that 422 households were charged for a service enjoyed by a relatively few number of members. It was agreed last year that this would be reviewed by the new committee but as no decision has been made it is to the benefit of the majority of plotholders to decide that they no longer wish to pay for a service that benefits only a few.

Proposer: Bob D'Souza 34 Blackwood Crescent 17th August 2023

Proposal 2

Due to the reduced opening hours and decreasing use of the Club facilities by card carrying Members it is understood that the annual accounts will show a loss in the accounts. The signatories below believe that parts of the Club should be rented to a professional Licensee and opened to the wider public as the projected need to increased fees to cover future losses is no longer sustainable. With only a small number of residents using the facilities a disproportionate cost is carried by residents who do not use the Club at all. It is proposed that;

- 1) Roman Park Management would become a Landlord of the Club and manage the tenancy agreements, building maintenance and insurance. There are already 2 tenants so there is precedent for this structure. A minimum of 3 Trustees should be Directors of RMPL, those Trustees must be Plot Holders in line with current Constitution guidelines.

- 2) Residents would still have a liability for a nominal Equal Contribution but this should be under £50 per year and entitle residents to a discount for food and drink under the Licensee Agreement, access to all the facilities on site and visibility of annual accounts and reports from RPML. The existing Retention of Title Clauses will still be maintained and RPML will be obliged to support conveyancing when properties change hands.
- 3) The Licensee would be required to agree to the following as part of the Licensee Agreement;
 - a) Offer employment to all currently employed staff
 - b) Maintain a minimum contracted schedule of opening hours
 - c) Offer all card members an agreed discount on food at drink consumed on the premises
 - d) Provide a menu and food service for a minimum number of days each week
- 4) The Licensee would pay rent as part of a Tenancy Agreement but would be responsible for maintaining all services within the leased property confines. This would be the Bar, Kitchen and Function Hall. Potentially also the Reception Area which is currently in use as a Cafe.
- 5) Within the Licensee Agreement consideration for generating a successful business will be given should the Licensee or Trustees terminate the Agreement, requiring the facilities to be handed back to RPML. This might be based on a percentage of net profit or sales turnover, as reported in Audited Accounts of the Licensee but may also reflect wear & tear on fixtures & fittings.
- 6) The licensee would be responsible for any marketing, events, promotions and trading decisions in order to build successful trade.
- 7) Trustees will still be nominated and appointed in line with existing guidelines within the Constitution. There may no longer be a need for a Residents Committee.
- 8) A new Constitution would be drawn up to reflect this new structure, with consideration for all legal obligations yet aimed at facilitating a community facility which has less burden upon the Plot Holders.
- 9) It is proposed that the Licensee opportunity is put out to local businesses and a selection process agreed to choose the most suitable Licensee. This decision should be made through a Plot Holder vote to secure as much buy-in from all residents

Proposer: Jason Hill 31 Spoonley Wood 12th Aug 2023