

**COMBINED ANNUAL GENERAL MEETING**

**of**

**CLUB LOS CLAVELES**

**and**

**THE LOS CLAVELES TIMESHARE COMMUNITY 1**

**and**

**THE LOS CLAVELES DEVELOPMENT OWNERS ASSOCIATION**

**held at**

**The Holiday Inn, Coventry South,  
A45 London Road, Ryton on Dunsmore,  
Coventry CV8 3DY**

**on**

**SATURDAY, 27<sup>TH</sup> JUNE 2015**

**First call at 9.30 a.m.**

.....

MR. FLETCHER: Ladies and gentlemen, I am extremely sorry for the long queues you have this morning. I do humbly apologise for that. Unfortunately, we cannot start the meeting until everybody has been registered because we do not know how many votes there are. Please accept my apology. I am extremely sorry for the delay. Please bear with us.

*(Speakers were not using a microphone but speaking from the floor.)*

A SPEAKER: Why not help register people?

MR. FLETCHER: Because there is only one register. I will ask the management company if we can speed things up and I will ask them to speed it up.

*(The signing-in process continued)*

MR. PENGELLY: Ladies and gentlemen, our apologies to those who do not have a seat. We had confirmation for 250 attendees and we are well over that number. It is a room for 300 so we thought we had allowed enough. To those who do not have a seat we apologise and we will try to find some. *(Requested to speak up)* I am apologising for the fact we do not have enough seats in the room. We had confirmation for 250 attending. We actually have many more than that. It is a room to take 300 and we thought that would be enough. You are, unfortunately, just going to have to accept the fact that we are trying to get more chairs in but we are having trouble finding more, and there are limits under the fire protection as to how many we can have in here.

*(The signing-in process continued)*

MR. PENGELLY: Ladies and gentlemen, are you hearing me at the back? Okay. Welcome to all of you. I have never seen an audience as big as this one. I hope you all have time – we are starting an hour late and I hope whatever statement you make there is time for it.

*(Speakers were not using a microphone but speaking from the floor)*

A SPEAKER: Due to the fact that we are an hour late, I would like to propose that we take Item 13 and Item 21 on the agenda immediately after Item 4. I think that is why most people are here today and I think it makes sense on your behalf to do so.

MR. PENGELLY: Thank you. You must remember this is the joint meeting between the Club – whereas previously I have been ----

A SPEAKER: That is why I did say Item 13 for Club and Item 21 for Escritura so that we both have our say immediately. We have lost an hour, we are here to 12.30, people have travelled from all over the British Isles to be here and it is your duty to hear them today. *(Applause)*

MR. PENGELLY: Yes.

A SPEAKER: Can I just ask who is responsible for organising the registration at this meeting? Quite frankly, it beggars belief the inefficiency. We are starting an hour late purely as a result of registration. Who is responsible?

*(Many people speaking simultaneously)*

A SPEAKER: I just want an answer to that question, who is responsible?

MR. PENGELLY: It does not matter who is responsible.

A SPEAKER: It does matter.

MR. PENGELLY: We are where we are.

*(Many people speaking simultaneously)*

A SPEAKER: .... our Chairman, and I do not believe he is responsible, but I may be wrong.

MR. PENGELLY: WimPen are responsible. WimPen are responsible.

A SPEAKER: WimPen are solely responsible for the organisation of registration?

MR. PENGELLY: Yes, they are.

A SPEAKER: Thank you. This hour's delay is at least in part due to gross  
inefficiency. (*Hear, hear. Applause*)

MR. CRANE: If I could just quickly answer that, we only had a note of some of the  
people that were arriving here today. The other ones I have had to double-  
check as they were registering because they had not said they were coming.

A SPEAKER: You only started half an hour ago.

*(The signing-in process continued)*

MR. PENGELLY: Can I ask for a show of hands of who would like us to change the  
agenda to include – the proposal was that we take ----

A SPEAKER: The proposal was, for those who had not heard, that we move Item 13  
and Item 21 to after Item 4. I have a seconder.

*(Short break in proceedings)*

MR. PENGELLY: Okay, I accept the amendments and we will move now to Item 13  
on the agenda.

*(Shouts of "No, no, Item 4.")*

A SPEAKER: Before we start, constitution clause 11.6 – (*speaker requested to use  
the microphone*) – constitution clause 11.6 states: "that the committee shall  
maintain a register of names and current addresses of the members."

MR. PENGELLY: It does not say that, it says, "maintain or cause to be maintained".

A SPEAKER: (*Using microphone*) WimPen were employed to maintain that  
database on behalf of the committee. WimPen denied the committee access to  
the database thus preventing the committee members from contacting owners  
direct. WimPen then used that database to canvass owners direct by  
telephone. Despite your promise, Mr. Pengelly, at the meeting of 10<sup>th</sup> June –

*(reminder to use the microphone)* – Sorry. I will start again. Despite your promise at the meeting of 10<sup>th</sup> June that this had been stopped, it has continued through this week. At the owners meeting of 10<sup>th</sup> June in Los Claveles you, Mr. Pengelly, agreed to release the database to the committee at the AGM at the owners’ request.

MR. PENGELLY: I said yes, it would be a resolution to the AGM.

A SPEAKER: But only at the AGM as you refused to acknowledge the committee, as Julie Curwood had defected and Peter Mason had dissociated himself with the committee and the owners who had tried to contact them. The committee have not been able to contact owners direct and have relied on owners to contact Albert Fletcher and Carol Parkinson on the Facebook site. I now call for a vote that the register is released to the committee now. *(Hear, hear. Applause)*

MR. PENGELLY: I will answer that ----

MR. VINT (Villas 100/36/43. Weeks 36/37/50/51): *(No use of microphone)* That item is not on the agenda and cannot be considered or voted on.

*(Many people speaking simultaneously)*

MR. PENGELLY: If we are going to start on this route, we are never going to finish the meeting today. Do you all agree ----

*(Microphones now in use)*

MR. VINT: Just record my information. John Vint, Villas 100/36/43 and Weeks 36/37/50/51. Can I just repeat that item is not on the agenda, it cannot be discussed, and there is no decision that will be taken on it because the owners who have not been able to attend have not had the opportunity of voting on it. It is invalid.

MR. LOVATT (Villas 41/17. Weeks 22/23): The reason this is not on the agenda is because WimPen have decided that it is to their benefit for that to be off the agenda, and it is a vital issue. Without that the committee cannot contact you, any of the owners, and this is vital. The owners are only hearing one side of the story.

MR. PENGELLY: Mr. Lovatt, this is not a debate today. I have already explained that WimPen is bound by the Data Protection Act.

*(Cries of dissent from the floor)*

That is a fact and it is law in Spain whether you like it or not. In any case, the committee have not been denied access to owners. I have openly stated, and in writing, that any time at all they can write to owners and we will arrange for it to be posted, and delivered.

A SPEAKER: Mr. Pengelly, could you explain how the Data Protection Act that you refer to applies only to the committee whereas that database has been given to Onagrup. I have been written to by Onagrup and they have no details of me. *(Applause)* You have obviously released it to them.

MR. PENGELLY: Clearly, Onagrup are registered under the Data Protection Act.

A SPEAKER: But we have not given you permission to release the information to them.

MR. PENGELLY: As WimPen is.

A SPEAKER: *(No use of microphone)* WimPen is a registered data recorder.

Onagrup have no right to access it, only WimPen. We do not want sales crap coming through from them. They have no right to contact us direct. You as an executive of WimPen have, but they have not. To send us through all this crap about places in Spain, we don't want that.

MR. PENGELLY: I am afraid it is a fact of life.

*(Cries of dissent from the floor)*

MR. PITTS (Villa 46. Week 43): It is not. They are not entitled to use our database.

They are not the registered keepers of the database, WimPen are.

A SPEAKER: If WimPen put Onagrup on the Data Protection Act to receive that information, why didn't they put the committee who owns that information on that?

*(Microphones in use)*

MR. PITTS (Villa 46. Week 43): Can you just hold on a minute? I have to say my name for the record. It is Roger Pitts and it is Week 43, Villa 46.

MR. LOVATT: My name is Alex Lovatt, Weeks 22 and 23 in Villas 41 and 17.

MR. LEGGETT: My name is David Leggett, Villa 29, Week 47. Thank you.

MR. PENGELLY: Right. Then can we move on to Item 1 on the agenda.

A SPEAKER: I am sorry, Mr. Pengelly. You promised to release the database to the committee.

MR. PENGELLY: I have said that if there is a resolution to release the database to all of the owners, I am prepared to do that.

A SPEAKER: Okay. Let's have a vote now on that. Let's have a vote now.

MR. PENGELLY: It is not on the agenda.

A SPEAKER: That does not count. Let's have a vote now to release the database to the committee.

MR. PENGELLY: No.

A SPEAKER: Yes.

MR. PENGELLY: All you are doing is delaying the items on this agenda that are very important to be dealt with.

A SPEAKER: So, why, Mr. Pengelly, did you promise to release that?

MR. PENGELLY: I am perfectly happy to have a resolution to an AGM, if you want to make one, that we release the database to all the committee members. I explained that every three years a committee member leaves and he walks away with the database, and it is a very valuable commodity.

A SPEAKER: What about WimPen staff?

MR. PENGELLY: I also reminded you that many years ago it was actually said at an AGM that many owners did not want their data to be released to the committee.

A SPEAKER: Why did you release it to Onagrup?

MR. HEADON (Villa 70, Week 5): Hello? Can we get on with the actual business and talk any other business at the end? (*Applause*) I have come a long way and I am fed up with the load of waffle that we are getting.

MR. PENGELLY: Thank you. I am moving to Item 2 on the agenda, which is the adoption of the combined Club Los Claveles ----

MRS. FLETCHER (Villas 5/4/73/58, Weeks 13/14/24/25/36): Excuse me, could you introduce yourselves? Some people do not know who you are.

MR. PENGELLY: Sorry. At the table today is myself, I am the Chairman or President of WimPen. On my left is Jose Jimenez, who is the Resorts Director. On his left is Jesus Monedero, who is the Finance Director of WimPen. Would you like to introduce yourselves?

A SPEAKER: Yes, it would be nice to know.

MR. FLETCHER: Hello. Good morning, everyone. My name is Albert Fletcher. I am your elected committee member and your chairman for the Club. On my right-hand side we have Carol Parkinson, who is an elected member of the

committee. Then on her right you have Julie Curwood, an elected member of the committee.

A SPEAKER: Can you stand up, please, chair?

MR. FLETCHER: You would like me to stand up. (*Applause*) Then at the very end next to Julie Curwood we have Peter Mason, who is the escritura representative.

**2. ADOPTION OF THE COMBINED CLUB LOS CLAVELES, LOS CLAVELES 1 COMMUNITY & LOS CLAVELES DEVELOPMENT OWNERS ASSOCIATION MINUTES FOR 2014 AGM.**

MR. PENGELLY: Back to item 2 of the agenda, adoption of the combined Los Claveles 1 Community & Los Claveles Development Owners Association Minutes for 2014 AGM. On this item all owners vote. Can I have a proposer that it be accepted?

MR. HYAMS (Villa 20, Week 1): I would like to propose acceptance.

MR. PENGELLY: And a seconder, please.

MR. D. CURWOOD (Villas 78/56/62/4/2, Weeks 6/47/48/49/50): I will second it, Mr. Pengelly.

MR. PENGELLY: Thank you.

**PROPOSED: MR. HYAMS – VILLA 20 – WEEK 1.**

**SECONDED: MR. D. CURWOOD – VILLAS 78/56/62/4/2 – WEEKS 6/47/48/49/50**

MR. PENGELLY: In the hope that I can avoid counting, are there any in the room against the proposal to accept? None. So, it is unanimous. Are there any abstaining? No. Thank you.

Item 3 on the agenda is matters arising from the AGM.

On item 2, I hold 66 for, none against, and 216 at my discretion which I cast with the room.

MR. FLETCHER: On Item 2, Albert Fletcher, the chairman of the Club, has 167 votes for, none against, and 325 that I use at my discretion, with the room.

MR. VINT (Villas 100/36/43, Weeks 36/37/50/51): I have 4 votes at my discretion which I put for the proposition.

MR. PENGELLY: Thank you. I can tell you that out of a possible scope of 5,250, if everybody was paying their fees, we have got 670 votes in attendance and 1,187 votes in proxy, giving 1,857 all together, or 35% of the owner base.

MR. BAILEY (Villas 55/57, Weeks 48/49/50): I have 11 proxy votes for the resolution.

MR. PENGELLY: Thank you.

MR. LOVATT (Villas 41/17. Weeks 22/23): I have 3 votes for.

MRS. J. CURWOOD: I have 11 for and 10 at discretion that go with the room.

MR. P. MASON (Villas 81/68. Weeks 30/44): Proxy votes, I have for 5, against zero, and at my discretion 7 which go with the room.

MR. DEARNLEY (Villas 14/81/52/41. Weeks 4/4/4/20): I have 3 discretionary votes which I place with the room, for.

MR. PENGELLY: Thank you.

MR. WESTFIELD (Villas 76/78/7. Weeks 11/12/10/43/44/45): I have one proxy vote which goes with the room.

MR. LEGGETT (Villa 29. Week 47): 5 proxy votes with the room.

A SPEAKER: Is this all necessary?

MR. PENGELLY: Right, we go back to matters arising from the meeting. Are there any points ----

MRS. PARKINSON (Villas 56/72/87/94/18. Weeks 4/5/6/42/43/10): I have 2 votes for, 2 votes against, and I have not done this very well, I beg your pardon, 11 votes for, none against, and 234 at my discretion and they go with the room.

Sorry about that.

MR. PARNELL (Villas 19/17. Weeks 7/8/9/10): I have 1 proxy vote which goes with the floor.

A SPEAKER: This is just wasting time.

*(Several persons speaking simultaneously)*

A SPEAKER: Chairman, I believe you have already stated that unless somebody had a negative vote it was unanimous. Can we please stop this and move on?

MR. PENGELLY: I still have to declare the proxy votes. Anyway, we have finished with them now. We will go to Item 4, the Club Chairman's Report.

#### **4. CLUB CHAIRMAN'S REPORT**

MR. FLETCHER: Good morning, again everyone. Nice to see you all. At half past 8 last night I was still getting off the plane so that explains why I have not got my flowery shirt on today because it's in the wash.

You know that I have sent out a report to you all. There were problems with that because I asked for the report actually to be printed into the document but I was refused that. I was told that that was not going to happen. I also asked for all the documentation to be sent to me prior to it going out; that did not happen either. I also asked for the proxy voting form to be sent to me to make sure that was in order; that was refused also. Although I can report to you on certain things, I do have difficulties regarding answering some of your points regarding proxy forms and what have you.

However, before we do anything else, we do need to have tellers because there are an awful lot of people here in the room. We need to make sure that when it comes to a card vote, and I am sure there will be a card vote very soon, that we get that correct. So, I would like to ask for volunteers for tellers to actually count votes. Is there anybody here who wants to volunteer? How many do we need? How many people want to volunteer? Will you stand up so I can count you much better: 13. Do we need 13? I do not think we do, do we? Shall we settle for six people? Six people?

A SPEAKER: You need more than that.

MR. FLETCHER: You need more than that? (*Agreed*) Six people will be fine. So, one, two, three, four, five, six (*indicating persons chosen*). Would you shout out your names, please, for the records: David Samuel, Michael Martin, David Lee, David Dearnley, Pauline Westfield, Cathy Groom. Okay, then, so your duties will be if we ask for a card vote just to make sure that you organise amongst yourselves and make sure you do not count the votes twice, so sort out which rows you are going to count.

MR. SAMUEL (Villas 81/75. Weeks 4/46): Can you allocate rows?

MR. FLETCHER: Okay, then. How many rows do we have all together? About 14, is it, on each side? Look, I am sure each teller can manage five rows, so five rows each, five rows each, and make sure that you do not count the same five rows. Then when you have counted your votes, if you can come to the front of the table here, and then we will write them all down and make sure we get it all correct. We have never had this many people before. It is important we have tellers and it is important that everything is seen to be above board and we get the votes counted quickly. Right. Thank you for that.

Now, I did send out a report. This gave brief details as to what has happened since we notified that WimPen had sold their shares to Onagrup. My report gave information about the website that was developed by an owner in response to Mr. Pengelly's refusal to allow the committee to take possession of the membership register.

Since my report was sent out, there has been further development. Some of the information that was sent out with the AGM papers was sent out without my knowledge and without my consent. The committee's newsletter was written by Julie Curwood and Peter Mason and was not shared with myself or Carol Parkinson prior to printing.

In my view, it was more of an advertisement for Onagrup than a newsletter. The voting proxy form was not agreed by myself. Then an important problem with the form was highlighted. I have communicated this problem to Mr. Crane and Mr. Pengelly. Mr. Pengelly without authorisation has determined which resolutions a proxy holder may vote on.

I have taken advice from a lawyer and the Trustees, both have confirmed that the proxy holder has the right to vote on all resolutions that have been left blank by the owner. Just to show you this, not that you are going to be able to see it from where you are standing, here it is. Hang on just a second, I need two hands. I knew it was there somewhere. This letter was from the Trustees to John Hughes, who is our legal adviser and lawyer at Shakespeares here in Birmingham, and specialises in timeshare and he goes over to Tenerife quite a lot and he has actually met Mr. Crane on the resort at Los Claveles.

The letter states: “Where there is no indication of how a member has instructed the proxy to vote, then the proxy holder has the discretion to vote as they see fit.” That is the legal advice we have had and that is what Mr. Crane and Mr. Pengelly have refused to comply with. So, we do have problems with the proxy forms which I will come on to later.

MR. PENGELLY: I would like to respond to that.

MR. FLETCHER: No, you can respond after I have finished – no, no, Mr. Pengelly, I am talking, I am doing my report. Anybody can ask questions on my report when I have finished. Please do not interrupt.

MR. PENGELLY: But you are giving misinformation.

MR. FLETCHER: Sorry, you can say this after I have finished. Please do not interrupt. (*Applause*)

Right. I have taken advice. Both myself and Carol Parkinson have received a lot of support from owners. The owners are expecting that we use these votes to support the election of Carol Parkinson to the office of president. Mr. Pengelly is attempting to stop us using the proxy votes. It is my intention to use these votes in the way they were intended. Traditionally, the AGM commences with the Administrator’s Report and this has taken most of the time. I have had this moved to further down the agenda so that the more important issues of the management of the resort get the time required for a proper debate.

Another problem I have identified with the agenda is the election of the chairman, formally president of the Development Owners Association. Firstly, it should read “president” and not “chairman”. I suggest to you that this has been changed deliberately because the president under Spanish law is

also the administrator. This means that if you elected Carol Parkinson as president she would be the administrator and this would take back control from the management company to the owners.

The second problem with this agenda item is that it says on the form that only escritura can vote. Now, the Development Owners Association is a company with shares. The shares in this company are or should be controlled by the Trustees. The Club has the largest number of shares. This is because the Club owns the deeds, sometimes called escritura, for their apartments. The Trustees have informed me that Mr. Pengelly has traditionally held these votes for him to use at the Annual General Meeting on behalf of the Club. When it comes to this item on the agenda, I will be asking you, the owners to vote to instruct Mr. Pengelly how to cast those votes on your behalf. In other words, the Club has the majority of escritura votes for the Development Owners Association. Every Annual General Meeting that I have been to in the last 25 years you have never been told that. You have never been told that you have got those votes. This is the time for you to instruct Mr. Pengelly how you want the Club to use those votes.

Now, you voted earlier to change the agenda. I am going to comply with your request and we are going to take Item 13 first on the agenda, which means that I have to carry on talking for a little while.

**13. CLUB CHAIRMAN'S RESOLUTION ON THE TERMINATION  
NOTICE GIVEN TO WIMPEN/ONAGRUP**

So, Item 13 on the agenda, Club Chairman's resolution on the termination Notice given to WimPen/Onagrup. First of all, I have to say to people, lots of you have received telephone calls from WimPen. All those

who have not, put their hand up. (*Majority*) You would think the chairman would have received a phone call wouldn't you, really, out of all of those. But, no, nobody contacted me and asked me if I had received the agenda.

Thanks to all those who have given their support. Both Carol Parkinson and myself have only acted on behalf of owners. Carol and myself have nothing to gain except to see Los Claveles flourish. We have no intention of making money out of the termination. We have no way of doing that. We are elected by you. We receive no payment for it whatsoever and we have only acted in the interests of the owners all the way through.

There may be owners here today who have very little knowledge of the history. I am not going to go into great detail because many of you are here today because you have managed to sign up to the unofficial website and that is the reason why I think this room is so packed.

MR. WARD (Villa 36, Weeks 2/3): Mr. Chairman, on a point of order, are we discussing Item 13 on the agenda?

MR. FLETCHER: We are.

MR. WARD: In which case could you please give the courtesy to Mr. Pengelly to respond to your Chairman's Report as you said you would when you had finished your Chairman's Report?

MR. FLETCHER: Well, Mr. Pengelly never came back, did he?

*(Dissent from the floor)*

At the end of the report – look, don't stop me halfway through this.

MR. WARD: Yes, I will. You told him to keep quiet until you had finished your introduction. You have finished it. Let him respond to it. (*Applause*)

MR. FLETCHER: Okay. Okay. Hang on. Let me just answer this particular point.

You are quite right. I do apologise. It was remiss of me not to do that but I did think that Mr. Pengelly would have come back, but this is Mr. Pengelly's opportunity - (*dissent from the floor*) – this is Mr. Pengelly's opportunity ----

MR. LONGMIRE (Villa 42, Week 48): Whoa, whoa, whoa.

MR. FLETCHER: This is Mr. Pengelly's opportunity.

MR. LONGMIRE: Stop. At the end of your report you should have asked has anybody got any questions. You have not done that so you are being disrespectful to everybody in this room. (*Applause*)

MR. FLETCHER: Okay. Okay.

MR. LONGMIRE: Sit down. Sit down. Go back to your chairman's report and ask has anybody got anything to ask.

MR. FLETCHER: Okay. That is a fair comment. Anybody got any questions on the chairman's report? Mr. Pengelly?

MR. PENGELLY: I would like to point out that WimPen in all its preparations for an AGM, we have prepared the AGM for Los Claveles and seven other resorts for the last 35 years. We have prepared the voting forms in exactly the same way that they have been for the last, in the case of Claveles, 25 years. That is to say, when you come to election of officers or committee members, you do not get a discretionary vote, you get a vote that says for or against, no discretion; and that is how owners have accepted it for the last 25 years. So, I have not committed any errors at all in the setting out of the proxy form. We still have responsibilities as administrator to ensure that the thing is done properly.

Now, Mr. Fletcher wanted to change the entire system of the AGM and even the organisation of the agenda in a way that suits him best. All I can say is we have done the preparation of the AGM in exactly the same way as we have done for the last 25 years. It is true to say that we have not complied with variations that Mr. Fletcher has wanted because we do not believe that is what owners have agreed to in the past.

MR. LONGMIRE: Thank you. (*Applause*)

MR. FLETCHER: Are there any questions on the chairman's report? Yes.

MR. LEGGETT (Villa 29, Week 47): I was interested to hear both comments from the chairman of the Club and the chairman of the meeting about the way that the form has been presented. Clearly, Mr. Pengelly has not argued with the fact that it has been presented incorrectly only that it has been presented differently from what has happened over the last 23 years, but if that is the case, it has been wrong all that time, and if it is wrong it needs to be changed. So, unless there is any other comment that will persuade me otherwise, I intend to vote in the way that Mr. Fletcher has said is the proper way to use proxy votes. Thank you. (*Applause*)

MR. FLETCHER: Anyone else on the chairman's report?

MRS. WINTLE-SMITH (Villas 106/69/70. Weeks 9/10/11/12/13/13/14): I just want to say that I found it little in the way of a report, more of a sort of critique of what was going on and I found little of interest in it. Thank you. (*Applause*)

MR. FLETCHER: Thank you for your comment. Anyone else?

A SPEAKER: Maybe the other person could ask first because my question is to do with the viability of this meeting and I would like to ask Mr. Pengelly some questions.

MR. FLETCHER: I am sorry, we are dealing with the chairman's report, the  
Chairman of the Club.

A SPEAKER: I thought we had finished with that so I will withdraw until then.

MR. FLETCHER: No, no. Okay. Thank you. This lady. Sorry, somebody else has  
got the microphone. I will get to you very soon.

MR. BLACKBURN (Villa 15, Week 13): I am just going ahead with what the  
gentleman said earlier about the forms for voting. This is the reason why we  
have come down from Leeds, which is a long way. It is because I could not  
send the form back because half of I did not understand which box we were  
supposed to tick and which I was not supposed to tick. So I did not want it to  
get into the wrong hands in the wrong way. Thank you. (*Applause*)

MR. FLETCHER: This lady here.

MRS. JAMIESON (Villa 33, Weeks 7/8): I just wanted to know if there was an  
implication on any votes received by WimPen or had been disallowed because  
of this confusion. In other words – sorry?

MRS. PARKINSON: We think we have lost about 15% of the votes.

MRS. JAMIESON: You have lost ----

MRS. PARKINSON: Sorry, did you hear that? We think we have lost about 15% of  
the vote due to this complication.

MRS. JAMIESON: That is what I wanted to know.

MR. FLETCHER: Are there any other points anyone? I will just clear up so that  
everybody is not confused. What I said was that we had received legal advice  
from the lawyer and from the Trustees who told me that the form was not  
correct. I passed this to Mr. Pengelly who said, "We are going to carry on  
doing it as we have done it for the last 25 years." I can only tell you the facts

as they are. The form, if you look at the top of the form, it gives people the right to choose a proxy holder. It does not give anybody the right further down to decide what the proxy holder can vote on and what the proxy holder cannot vote on. That is the issue as regards the form. I am going to move on because as regards the proxy holders forms – no, we have had – no, no, Mr. Vint, now listen ----

MR. VINT: Don't try and make me sit down. I have a right to say, I have a question to ask you. Have you raised this issue before in the last, what, 20/25 years?

MR. FLETCHER: No.

MR. VINT: Ten of which, at least, you have been on the committee.

MR. FLETCHER: No.

MR. VINT: Why now?

MR. FLETCHER: Because it has never been a problem ----

MR. VINT: You just like wasting time.

*(Dissent from the floor)*

MR. FLETCHER: It has never been a problem before. Anyway, no, I am not going to waste time with it. We are going to move on. I am halfway through now the resolution 13 that earlier you wanted to bring forward. I am just going to give you a little bit of history and then I will open it up to debate because I do not want to hog the meeting.

In January a letter was sent out to everyone via the register, the members register. Mr. Pengelly sent a letter out saying he had sold his shares in his company to a company called Onagrup. I was not on site at the time but Carol Parkinson was at Los Claveles for a period of around six weeks, I think, on holiday. The members who were there went to the Wednesday meetings

and as far as I understand it, and Carol can speak for herself, the members who were there were upset about the situation, mainly upset because it was the first time they had heard about it and thought that the way it had been handled was totally wrong.

Nevertheless, the results of all of those meetings that took place on Wednesday, the result of all the telephone calls that both myself and Carol in particular received, the result of all of the emails that we were getting, was that the members were totally unhappy about that situation. We finished up by having a committee meeting, which was due to take place anyway at the end of March. I came out at the beginning, well, halfway through March, for my four weeks holiday and I continued to have those Wednesday meetings on the resort and continued to receive the phone calls. I have to say if there were two or three people out of the hundreds of people that we spoke to that were happy about the situation, then that is all there was. Everybody else was totally distraught about what had happened.

So, we organised, we asked for a presentation to be given to us by Onagrup on the morning of the committee meeting. We had a site meeting of your elected members prior to that and we took the view that taking into account everything the members had told us, we needed to give notice of termination to WimPen because we did not want to have a new organisation imposed on us without any consultation whatsoever.

That presentation took place. After the presentation, we got together again as your elected committee members and I asked the question, well, has anybody changed their minds from that presentation, should we not give this

termination? All of the committee members, all three of us, plus Mr. Peter Mason for the escritura, we were unanimous that that should continue.

We then, well, I wrote the letter on behalf of your elected members giving out the reasons why we need to terminate that contract and we then went to the meeting in the afternoon, which was the committee meeting. That committee meeting first of all started by electing me as the chairman of the Club, of the committee. We then moved on to the discussion about this termination. I actually handed over a draft of the letter to Mr. Pengelly so that he could refer to it, so he knew exactly the reasons we were giving for the termination.

We then had a lengthy debate. We then had a vote and the vote was two in favour of the termination and the two founder members from WimPen obviously voted against that, and Julie Curwood decided to abstain and asked for ----

MRS. CURWOOD: No, sorry. Can I correct that? (*No microphone*)

MR. FLETCHER: No, you correct me afterwards because if I allow for you I have got to allow for everybody.

So, that is what took place. Anyway, the vote was two for and two votes against and there was an abstention. Then I used my casting vote as chairman on your behalf and the vote was carried to issue the notice of termination. That is the brief history of what took place.

Now, what really annoyed the committee members, and members, was the fact that there was a duty, we felt, on the founder members, both Mr. Pengelly and Mr. Jesus Monedero, who were founder members on the committee, we felt there was a duty on them to have told us their intentions

regarding selling their company to Onagrup. We also felt that there was, as Mr. Pengelly on behalf of WimPen, the Administrator, there was a duty on the Administrator to tell us what was happening also, as well as a duty from the management company who we employ on our behalf to have given this information. So, they are the founder members, the Administrator, and the management company and in any of those aspects they decided that they were not going to tell us about their intentions to sell their shares in the company and for Onagrup to take over the running of the resort without our consent.

Now, since then, of course, you have heard what was said earlier about the members register. We have constantly for some time now asked for the members register to be made available to us and this has been refused. You have heard Mr. Pengelly say it is the Data Protection Act but if you look at the constitution the constitution, the register belongs to you, the members, and on behalf of you the members the constitution says that that membership register belongs to the committee.

Now, it is quite right that the AGM has power to take away powers from the committee and it also has powers to give powers to the committee. You have never taken away that power for the committee to hold that register so that register should be with the committee and under no circumstances should that have been withheld. That is extremely important and so far as we are concerned it was a breach.

We have also asked since then for information as regards who owns what weeks. We have asked for WimPen to tell us which weeks they own and which weeks they have sold, and what have you, and none of that has taken place.

MR. PENGELLY: That is not true.

MR. FLETCHER: Hang on. Hang on. Now, you have heard people who have gone to Wednesday meetings that Mr. Pengelly has turned up to some recently. He said that he is not interested in the money. I mean, nobody knows what WimPen has been sold for and, to be honest with you, it is none of our business, but he said that he is not interested in the money. He is only interested in looking after the resort and looking after you and everything that he does is in your best interests. That is the message that he has portrayed to people at the Wednesday meetings.

Now, if that is the case, I have to say to you, why is it that Mr. Pengelly has said to us and he has said to me at the meeting, and it is minuted, that now I am the chairman we are on opposite sides of the fence and no way is he going to give me any advice. Well, we do not employ a management company – you employ them to give you advice but that is what he said to me, “You’re the chairman now. You’re on opposite sides of the fence. Don’t expect any advice from me.”

He has also said that if he loses the vote today as regards the contract, that he will use all endeavours to resolve that by going to court. Now, if you are not interested in money, why would you want to go to court? If you are interested in the resort and keep the resort a nice friendly resort, why would you threaten people with going to court for compensation? You know, if you are not interested in the money, you don’t want compensation. Why on earth would someone want to stay running an organisation if people do not want you? If the majority of people do not want you, why stay? There is only one

answer and it has to be the money, doesn't it? It has to be something to do with the contract.

He has also said as regards all the weeks that he owns and nobody really knows how many that is because the figures have changed constantly, he said he will refuse to pay the maintenance on those weeks – (*Laughter*) – as well as using the votes against us.

Now, we have issued and everybody has seen an alternative business plan. I can say this to you. Why pay WimPen or Onagrup 183,000 euros a year when you do not need to because what do you get for it? Well, you have got the manager of the resort; he is paid for by you directly. All of the staff on the resort are paid for by you directly. If you look at your balance sheets, the information you have been given, you will see that they employ a payroll company to pay all the salaries. You pay that separately. So, what do you get for your 183,000 euros a year? Well, they tell Salvador what to do occasionally, if he ever needs telling what to do. So they do that. They look after your money. They have got all your money in their bank accounts, hopefully on your behalf. That is what they do. They do the accounts. Well, perhaps Mr. Pengelly can tell you what else they do because I cannot think of anything.

The thing is this, WimPen exists because they have got contracts. Now, WimPen itself, I would say to you, apart from the buildings and apart from the staff, is not worth anything at all. WimPen is only worth the contracts they have got. Now, Mr. Pengelly said at the last Wednesday meeting that I attended with him he has been looking to sell his company, putting it on the market, for the last 10 years, looking for an appropriate

company to sell to. Both myself and Carol have spoken to people who are involved in timeshare on the resort in Tenerife and they have told us that they were aware that WimPen was on the market for the last seven years. I am also aware, and although people were party to confidentiality agreements at this time, I am also aware that there was nearly a sale some five years ago but that sale fell through. All of that time the committee were completely ignorant that WimPen was up for sale. We did not know. The same as we did not know this time.

Now, why is it that for that period of time instead of the normal 12-month contract, Mr. Pengelly has come to these Annual General Meetings and asked for a three-year contract because when you sell your company you get more for a three-year contract than you do for a 12-month contract. The honourable thing to have done in these circumstances is what George Wimpey did, I do not know how many has owned here for 25 years or more, I have, what George Wimpey did, George Wimpey wrote to everybody and said, "We are going to sell our overseas operations. We have Mr. Pengelly who wants to take out a management buyout." That went through without a problem because everything was up front and we knew what was happening. All I can say to you now is everything that has happened up till so far has been secret.

So, I hope that you will vote for this resolution. I hope that you will vote for a new start and a new era so this resort of ours, this lovely family resort of ours, can flourish. I am going to open it out for debate but I am going to ask Mr. Pengelly to respond first because I think that is the right thing to do.

*(Applause)*

MR. PENGELLY: Going back to, we have been on the market for a long time, this is certainly not true. What I did say is that we had received offers in the past but that we had declined them, and we declined them for very good reasons. I explained the reason why we talked to the Onagrup. I told you in my letter. I told you how old I was. I told you that I had to do something for the future of WimPen, and I had a choice. One was to promote somebody within the company and the other was to appoint a new managing director, and the other was to sell the company. After very serious thought, we agreed, all of us, that that was the right course.

We were introduced to Onagrup by RCI, the exchange organisation. In that meeting, I identified that Onagrup had the ability to do what we were not doing, that is, to improve on the rental programme which every year becomes more and more important to the survival of the resort. They were chosen for that reason. They had that experience in rentals and they had the performance that we need in order to keep renting all of those owners, about 100 a year, that fall away from Los Claveles.

I already explained the reason, we were bound by a confidentiality agreement and it is quite a normal arrangement, and I was not able to tell the owners until the actual day that the deal took place. I immediately sent an email that day to the committee, everyone on the committee, and a few days later to all of the owners. That was the best that I could do.

Now, because of this change the most important thing is that WimPen is what it always has been, I am still the chairman, the people beside me are still doing exactly the same job. The people in my office are still doing exactly the same job. Nothing has changed except the shares now belong to

somebody else; but WimPen runs from the same office doing exactly the same job.

One of the statements made by Mr. Fletcher was, what did we do for the money. Well, if he is successful in taking over the management, he will find out what we do for the money, and he will have a big surprise. Let me tell you that running the accounts programme, billing the thousands of owners that we have, and chasing them up for their payments, and organising AGMs, and all of the other work that we do during the course of a year, cancelling weeks, attending committee meetings, that involves a lot of work and preparation. We prepare the budgets. We prepare the end-of-year accounts. We prepare half-year accounts and quarterly accounts for the committee to view. All I can say is that if the management moves to an owner group they will find out just what WimPen did for its money.

MR. FLETCHER: Right. I am going to ask Carol, first, as a committee member to give her a chance to speak and then I will open it up to the rest of the room.

MRS. PARKINSON: If I may, I would like to put a little bit more meat on the bones. I was on the resort on 20<sup>th</sup> January and saw a big group of suited gentlemen outside of the resort and laughed and said to Salvador, "Is this a takeover?" "Haven't you had your email?" "No." We could not get on the WiFi, as you know it is a problem on the resort. Anyway, in due course I found out by the Wednesday at the meeting, I always go to the owners meetings when I am on the resort and I feed back on behalf of the committee any developments, any things that are happening. That particular day I could not get over it. There were in the room 62 people and that continued for the whole of the six weeks of my holiday and during that time I can say absolutely honestly that my door

was knocked, that my phone rang, that people rang from the UK. It was a nightmare. And I was ringing my colleagues, my committee member colleagues, and saying, "Help, what do I do?" I rang Albert and he came to my aid. I rang Peter and he was excellent. He was faxing me stuff or emailing me stuff from the UK because I had got nothing with me. I also four times emailed and spoke to Julie but I had not spoke ----

A SPEAKER: Do we need this history? Is it relevant?

MRS. PARKINSON: Yes, you do. Yes, you do. Yes, you do. Excuse me. Yes, you do. The point I am going to make is that none of my requests of Julie were ever answered. She then turned up on the resort and took a meeting herself that was very aggressive, of owners who were feeling exactly as I have been saying. I had asked twice of Mr. Pengelly, "Please can you come down and answer the questions of owners?" I could not answer them. I did not have any answers. I also saw Ian having a meeting with Julie in the pool bar and I said, "Please, Ian, I think you need to come down and talk to owners. They are very worried. A lot of owners have lost their villas on other resorts on the island. They think that this is going to happen again." I was told, "This is a marvellous opportunity. It's a wonderful thing. They'll have such opportunities to go all over." I said, "Then you've got a window of opportunity to come and tell owners that." That was refused until Julie had to face, I am sorry about this, but she had to face what I had to face for five weeks and then suddenly we started getting an attendance every week.

Going now to the March meeting, at that meeting which was called on the Saturday afternoon as we arrived, we were all there, all three of us, including Peter making four, and we all discussed our experiences: the phone

calls we had, the emails we have had, the meetings that we have been to, and it was absolutely unanimous, do not have any doubt about that, every one of us took a vote and said, “We must serve, this is what owners want, they are saying get them out.” Now, that was said. We did not do it. It was not our decision. We took a vote. We all voted. Peter, of course, could only support us, 100% in agreement. Then on the Sunday we are all fine, not a problem. It was only on the Tuesday as that letter was passed over to Mr. Pengelly that Julie then said, “I abstain.” I said, “But you can’t abstain because you voted and those votes are counted. You contributed to the letter.” I remember two points that Julie put into the letter herself. And it was only at that point she said, “How do I abstain?” I said, “You can’t abstain because you have....” and Mr. Pengelly then said, “But you can withdraw.”

Now, that is the fact of the matter and just a little bit extra, what you need to know is that from day – within two days of Onagrup being announced as our new managing agents, all sorts of things were happening. We were being told that our blocked and cancelled weeks were not, you know, from now on were to be used by Onagrup. We were suddenly told by owners, “I’ve just had a thing, I’ve got 32% charge for renting my villa.” “Do you know that people can now use our electricity and will be charged for it?”

The point of the matter is, all of this was not negotiated, not discussed, no agreement was reached. We knew nothing of it. It was only by owners coming to us. I know Mr. Pengelly has held me personally responsible for what has happened. It is absolutely not true. I was asked, and we were all asked by owners. Thank you. (*Applause*)

MR. FLETCHER: The gentleman there with his hand up and then the lady in front, and then this one here. Just remind me if I get it wrong. Then I will move to the other side and try to even things up.

MR. LEE (Villas 67/69, Weeks 21/22): I think I would like to draw the attendance here potentially to two particular facts. First of all, Mr. Pengelly talked about increasing the use of renting out units which were not being occupied. In the accounts it shows quite clearly that WimPen achieved £82,000 worth of rental income last year; excellent. It also says in WimPen's own note that they achieved a penetration of 68% of the available units, which again is a credible performance, but let's ask ourselves what that would generate through Onagrup. If Onagrup manage to rent out 100% of the available weeks, that could possibly generate another £40,000 above the 82 already raised. If you divide that by the 5,000 weeks which are available, that means that the improvement in our situation would be between £5 and £7 on every week's maintenance charge. Frankly, I think the price is too high for too little benefit.

There is another point which seems to have been lost on most people, that is, that Onagrup is a public company. It is owned by shareholders. It owns its duty to shareholders. It is in a position, if it is left as is, to acquire the whole of Los Claveles for less than £5m. How do you work that out? We have 5,000 units, the average selling price at the present time is £1,000 and we have seen other resorts on the island where this has happened. Now, it would cost Onagrup £25m to £30m to build a comparable resort. They may say to you they have no intention of taking over the resort and forcing people out. They have no alternative because they are a public company and owe a duty to their shareholders. So, therefore, I would suggest that it would be very

possible that within five years we will all have been forced out of Los Claveles by Onagrup. I think that is something that people have not really realised in the matter. Thank you. (*Applause*)

MRS. FRY (Villas 61/63. Weeks 49/50/9/10): I also speak on behalf of my brother-in-law here, Mr. Mark Gurney, and my sister, Jackie Gurney, who own in Villa 78, Weeks 16/17. Nobody likes change but do you think that with adopting the business proposal put forward by Mr. Fletcher and Mrs. Parkinson that there will be no change? Of course there will be change and even more so when, as he has stated, Mr. Fletcher will step back in a year's time. What is being proposed is a step into the unknown, being steered by a group of untested and largely unknown people who will then step away leaving us with an enormous deficit in our budget. Nowhere in the proposal is there a contingency for paying to buy us out of the contract and the consequences of that payment, which could be as much as 363,000 euros, the consequences of that payment will be no new kitchens, no new bathrooms, no curtains, less cleaning, and fewer changes of linen.

Surely the commonsense way forward is to run the contract with WimPen/Onagrup for its current duration and with consistent and peaceful negotiations between the committee and the management team with the added advantage of the experienced advice from Mr. Pengelly and all the resources – (*Laughter/dissent from the floor*) – and with all the resources available to them we can secure the future of our resort. Onagrup are new to this resort and made some changes that did not suit us but it appears that they listen to concerns and act upon them. Isn't it better to discuss this and have a

constructive forward looking plan for our resort? It will be different but that's the way life is.

We are all getting older. And the argument regarding noisy holidaymakers does not stand up. When we have our fortnight in No.61 there are a few visitors who are not owners and we can guarantee that at midnight and beyond there will be a group of owners standing outside our bedroom window on the corner shouting and laughing at each other. Don't forget as we get older we shout.

A SPEAKER: Like now.

MRS. FRY (Villas 61/63. Weeks 49/50/9/10): Like now. We urge all owners to look carefully at the advantages on offer before letting Los Claveles Owners Club ruin Los Claveles. Thank you. (*Applause*)

MR. FLETCHER: Ladies and gentlemen, thank you for your contributions. Whether you agree with it or whether you do not, everybody is entitled to have their say, but I would say we were all getting older waiting to book in to come today, weren't we? There was someone here, this lady here?

A SPEAKER: I think Mr. Pengelly should be given an opportunity to respond to the accusation.

MR. FLETCHER: Look, I do not know if you are used to meetings, sir, but the way it works is this. You have a resolution, the proposer proposes the resolution, which is me, you then have a debate where everybody, including Mr. Pengelly, has a say and – No, I am sorry, let me finish – Mr. Pengelly has had a say, we are going to go round the room, give everybody we can the opportunity of making a comment. That is the way ----

A SPEAKER: I would like to make my comment.

MR. FLETCHER: No, you are out of order because there are other people speaking before you.

A SPEAKER: I was next.

MR. FLETCHER: No, no, this lady is next. Then Mr. Bailey, and then you can ----

A SPEAKER: As long as I am on the list.

MR. FLETCHER: You are on the list, yes. This lady is first.

A SPEAKER: Just a point of order ----

MR. FLETCHER: This lady is first. We are going to take the – you are – this lady is going to speak next.

A SPEAKER: Just a point of order.

MR. FLETCHER: A point of order, yes.

A SPEAKER: You have made the proposal. Who seconded it? If you have not got a seconder, we are wasting our time. If you have not got a seconder, you cannot carry on.

MR. FLETCHER: Is my proposal seconded? (*Agreed by some people in the room*) I think we will take that as a yes, then, won't we? Okay. This lady, please.

MRS. WITHERS (Villas 66/38/78. Weeks 51/52/1): Just briefly, I do not understand what Mr. Pengelly has sold but I understand that if Mr. Pengelly has sold his villas to any persons they should still abide by the constitution of the Club. Just briefly, why is it, then, that I see on the internet that I presume, and I can only presume because I do not know and they are not putting their names to it, villa.com and booking.com and various people are booking into the future and when I say this I mean 12 months, and members are not able to go either through RCI because they are booked up, but they are booking people that we do not know who they are. I am open for progression. I have a teenager – 22,

and 27-year old grandchildren who know how to behave and go to resorts. I have got children who are going to the resort this year. They know how to behave. I have no objection to people renting the places if they abide by the constitution and I understand the constitution is weekly, not ad hoc one night here and there. You do not know who is booking in and whether it is one people in an apartment or six, and I can only let other people expand on that. But the other thing is that if that happens and they are not abiding by the constitution, security should be able to manage it and have the authority to manage it and not feel that whoever, and I am not saying whether it is Onagrup or whomever, but whoever manages it has to give them their backing.

The other thing is I do not know what WimPen were paid and how they did it but it appears they did not do a bad job. We asked them to rent ours and we got our full money back and were very pleased, but I understand there are other people who have tried, who have rented through them this year; it has been rented out for one day and that is it, or two days, and they got no money. So, if it is booked out for one day, you cannot then leave it open for other people to go in for a week. You are reducing the availability. So, if it is not fully booked out, sorry, but WimPen are not doing their job in the first place if they are saying Onagrup can do better. All they have done is sold us down the river. Sorry. (*Applause*)

MR. PENGELLY: Can I respond to that now? First of all, I will talk about the gentleman who spoke earlier, we don't need rentals. Let me tell you that you have a provision in the accounts of almost half a million euros which you personally paid because we could not get enough villas rented to cover the

debts that we had got. Even in this year's budget you will see that there is a provision for another nearly 50,000 euros to cover the debts of people that we have not managed to rent their apartments. Answering your point on one night's stay, there are no one-night stays. The minimum cost that you can have in any of the resorts of Onagrup or any of the WimPen resorts of Onagrup, if you had a one-night you would have to pay the price of three nights. That is the minimum price that you can have. (*Cries of "That's not true", from the floor.*) It is true. It is true. It is absolutely true.

A SPEAKER: I have been on booking.com and done it, one night.

MR. PENGELLY: And the price? I am not saying you can't do it.

*(Many people speaking simultaneously)*

MR. FLETCHER: Okay, let's just move on. The gentleman there and then we will go over there.

MR. WARD (Villa 36. Weeks 2/3): I think people should get over it. WimPen sold to Onagrup and it is a new company. They are entitled to sell their shares and that's it. What I would like to know from Mr. Pengelly is, is he an employee of Onagrup, is he a consultant to Onagrup, or what is his status? Is he an officer of Onagrup? Does he have authorisation to represent the Onagrup and any decisions that are made at this meeting? I would like an answer to that question and then I would like to ask Mr. Fletcher, does he have an alternative contract in place to take the place of the one he has supposedly cancelled? Can I have answers to those two questions?

MR. FLETCHER: Yes, you can. Mr. Pengelly's question comes first. Hang on a moment, please.

A SPEAKER: Do we know who is speaking?

MR. FLETCHER: Yes, can you tell us your name, please, sir?

MR. WARD: Ward, Villa 36, 2 and 3.

MR. FLETCHER: Right, you asked Mr. Pengelly about what authorisation he has to speak about Onagrup, didn't you?

MR. PENGELLY: I think, don't talk too much about Onagrup. At this stage, it is WimPen.

*(Laughter/dissent from the floor)*

MR. PENGELLY: Please let me finish. Listen, I need to remind you that I have stood in front of the owners of Las Claveles for the last 25 years. Never in those 25 years have I experienced any mistrust and I have served you totally loyally throughout those years. And when I sold the company or the shares to Onagrup I maintain the same interest that I have today in WimPen and its services to the owners that I have dealt with for the last 33 years. So, Onagrup, I have retained the position of chairman or president of WimPen Leisure Management SA and naturally they will have a parent company in Barcelona who is Onagrup, but they give me all of the powers to act as I have done in the past as the chairman or president of WimPen.

A SPEAKER: For one year.

A SPEAKER: How long?

MR. PENGELLY: How long? I do not know. All I can say is the contract says that I must remain for a minimum of one year. So, I do not know how long.

Onagrup are here and they might like to answer the question themselves.

MR. FLETCHER: No. Hang on. The gentleman has two questions and you said what was the alternative management contract, is that correct?

MR. WARD (Villa 36. Weeks 2/3): I said do you have an alternative to the management contract?

MR. FLETCHER: Okay. The alternative is, as you know, because we were denied the register, the owners, we had the expertise within the owners to set up a website. The website gave details of a business plan that owners, with all the expertise that we have in this room and beyond, put together. Both myself, Carol Parkinson, and other experts who were owners put the business plan together because it is obviously, obviously you cannot just get rid of a management company without having something to put in its place. We have spoken to lots of people, including the banks, including lawyers and what have you, and rest assured so far as the people who put the plan together, we have every confidence that that plan will work. If it does not, we have to go to another management company. That would be the issue but we do not see that being the situation. We see the situation is that the business plan is a good business plan. It will work. It will work better than what it does – the resort will be looked after better than it is now and it will be a lot cheaper as well. I am sorry, you cannot come back, sir, because we need to go round the room. We cannot have a debate between ourselves all the time.

MR. WARD: (*Speaking without microphone*) It is not the plan, it is the ----

MR. FLETCHER: No. I am sorry, you asked a question and I have given you the answer. I am sorry, we must move on.

MR. WARD: It is going to cost us ----

MR. FLETCHER: I am sorry, we must move on. We are going back to the man at the back now, please.

MR. WARD: It is going to cost money.

MR. FLETCHER: The man at the back, please.

MR. NOEL RUDDY (Villas 17/91 ----

MR. WARD: It is not a plan.

MR. FLETCHER: Please don't interrupt. It is rude.

MR. RUDDY (Villas 17/91, Weeks 32/33): I would like to just go back to what we are being asked to consider here, which is to support the committee's decision to give notice to WimPen and to support the committee in making alternative arrangements for the management of the resort.

As I see it, and for my sins let me just say I am a commercial lawyer who specialises in contracts and I have looked at this from a legal perspective, trying to take out some of the emotion that you could feel within this room about the rights and wrongs of what has happened here, or the management of this situation, as I understand it Mr. Pengelly owned a company.

He is perfectly entitled to sell that company and I am sure that at some point he would want to settle back and retire. He is under no duty whatsoever, in my view, to consult over what he does with the shares that he owns in his own company. That is a matter for him. He does not have to disclose to us the terms upon which he sold those shares, nor the price which he has obtained for those shares in that company.

You may argue that he may have been under some moral obligation given that he has been associated with Club Claveles for the last 25 years but we are not talking about moral obligations; how he chooses to live with his own conscience is a matter for him. We have got to look at this from the point of view of what is the correct and legal position and as I have just said he is

perfectly entitled to dispose of those shares on whatever terms he feels appropriate.

So, there is no contractual obligation, so far as I am aware, on Mr. Pengelly or WimPen to disclose the fact that the company has been sold to Onagrup *ipso* there is no breach there, no breach of the management contract between WimPen and Los Claveles.

As regards the members register, there has been a lot of debate about that here today, and Mr. Pengelly, who I have to say I have never met, has said that he cannot pass over the register for data protection reasons. As a lawyer, I am telling you he is correct, he cannot do that – (*Applause*) – not until the committee has been registered with the Data Protection Registrar as a body that is in possession of sensitive personal data, which is names and addresses of everybody in this room here today.

So, he has, I believe, said today that as and when he is able to do that he will do that but he is quite within his rights to say legally it would put him in a very difficult position to hand that information over *ipso* there has been no breach of the management contract in him refusing to pass that data over to the committee.

There are other bits and pieces that have been mentioned here today about information has not been supplied, but from what I have heard it is going to be very, very difficult to argue that WimPen are in breach of the management contract. So, what has happened? Well, in my view, it looks like there has been something of a knee-jerk reaction here to give notice to WimPen to bring that management contract to an end.

There has been some advice taken from Shakespeares but I do not think it is conclusive as to the rights of the action taken by the committee. I do not think that he says that they have validly terminated that contract. There is for whatever – we are where we are. If there is a three-year fixed term period agreed with the committee, it is binding. So, we have a contract that is binding on Club Claveles that we are in a position where there is a real potential for litigation here.

The lady who spoke earlier said, why don't we see out the contract and just try and manage the situation as best we can until it comes to its natural, comes to the end of its natural contractual term, and I cannot help but agree with that approach.

If we do not go down that route, what are we left with? We are left with a situation where Onagrup, that now owns WimPen, can pursue a claim against Club Claveles for damages for the income that it will lose over the remainder of the term of that contract. Is that what we want? Who is going to bear the liability for that?

The lady over there suggested that it has not been provided for in the business plan going forward. I might say, if I were to vote against this on the basis that I do not think that we can support a resolution that says that they have been given valid notice, I do not want to be liable for that. I do not want Club Claveles to be liable for the damages and the costs that could arise as a result of litigation between WimPen and Club Claveles. If those members who are here wish to vote in favour of that, will they accept liability for that so that those of us that do not accept that position will not be personally put at risk of that, or have the Club put at risk of that if we proceed?

I think we have to be very, very careful about the legal position here, forgetting about everything else, forgetting about what Onagrup may or may not do in the future, Mr. Pengelly had the right to sell his shares to Onagrup. What they may do in the future is a matter that we will have to discuss and agree with them and attempt to control with them, but I do not think as we sit here today it is going to be very – the consequences of us agreeing to terminate that contract could be very damaging for Club Claveles. Thank you.

*(Applause)*

MR. FLETCHER: Thank you, sir. Mr. Pitts, who I recognise. *(Person speaking without microphone)* Somebody else was first.

MR. VINT (Villas 100/36/43. Weeks 36/37/50/51): Thank you very much. I am not here to tell you how to vote. All I am going to ask is, I appeal to you to think very carefully and hear both sides before committing yourselves. There has been long-term support for WimPen and throughout those years they have been trusted.

You have heard what WimPen costs the Club, 183,000 euros. Mr. Fletcher for 10-plus years on the committee never raised that issue before. Mrs. Parkinson for the last five years on the committee has never raised that issue before. In fact, Mr. Fletcher, renowned for frequently questioning the chair over constitutional points, at the end of every AGM he attended it was Mr. Fletcher who moved a vote of thanks to the chair and WimPen for services provided during that year.

Every AGM has given WimPen another third year without question, totally trusted all that time so why would they mislead owners now?

*(Applause)* Sorry, I haven't finished. Thank you. Mrs. Parkinson has been

consistent as committee member. Every year she has consistently been the highest claimant of expenses.

*(Dissent from the floor)*

I will raise this again at the appropriate time. At the 2013 AGM, she along with Mr. Burston, a fellow committee member at that time, moved a proposition, may I remind everybody, that owners of studios be given the option of upgrading to a one-bed for a nominal fee and after questioning that nominal fee was somewhere in the region of £200. You will note in the business plan, page 8, bullet 4, there is an option for people to upgrade. It does not give any cost. It did not say it is going to be free. It did not say it is going to be a nominal fee. But it has come back again to bite us. This is after the proposition was unanimously rejected by the meeting in 2013. Does this not give you any clues as to indicate what her true motives are in this debacle?

*(Dissent from the floor)*

Let me finish, please. Just listen to what I am saying and you might learn things.

*(Dissent from the floor)*

It has already been hinted that she will be looking for reimbursement for all expenses incurred whilst trying to convince everybody, or as many owners as possible, to support this very dangerous path.

Regardless of what you may think, everything that has taken place both before and during the last committee, and indeed since, has been totally unofficial/illegal maybe. Remember, not all owners have had information about these proposals.

Make a very careful note that in the business plan it states, and queries, the figure paid to WimPen for their management skills. It does not tell you how much their plan will cost. The business plan 2016 budget, page 11 of the plan, shows a total income of 1,537,250 euros and a total expenditure of 1,507,250 euros with a surplus of 30,000 euros. It is an important figure to remember, that. That is after saving, they say, 183,000 euros of WimPen management fees, see page 12, in comparison with WimPen 2015 budget, the total income, 1,503,653, total expenditure the same, and that includes the 183,000 management fees, with a zero surplus. Their claims of saving do not add up.

From information received from various sources, it would appear that there has been three main arguments used against support for a breakaway, all are misleading to say the least. Maintenance fees: such things are being said as, fees will go sky-high. Let me remind you. Regular attendees at the AGM, and an experienced committee will or should know that before maintenance fees are published they have to be agreed by the elected committee on behalf of Club owners. The same have to be agreed on behalf of escritura owners at each AGM. The false claim is of higher fees, therefore that is false claims of higher fees. It is entirely in the hands of the committee where the Club is concerned.

Stag and hen party lettings: Be honest and give a little thought about it. Anyone travelling to Tenerife for a stag or hen party will be wanting lots of bars and clubs. It makes sense, then, that they will be going to Americas and not Cristianos, so it will not apply to Claveles: highly unlikely to happen.

Again, the cost of the WimPen management, and I covered this earlier but did not mention that the proposed 2016 expenses chart, on page 11, does not include – I repeat, does not include – 78,500 euros management fees which are suggested on page 13. If you do your sums quickly, there seems to be not a surplus of 30,000 euros, this suddenly turns into a deficit of 48,500 euros. It makes sense. Listen.

I appeal to you again to think very carefully before you vote. The big shame is that all of those who have given their proxy votes will not have heard all the arguments against. Thank you. (*Applause*)

MR. FLETCHER: Thank you very much. Just hang on a moment. There were obviously personal accusations made here. So far as the ones against me are concerned I will deal with at the end of the debate when we wind it up, but I think I owe it to Carol Parkinson to actually answer some of the points that referred to her. Please forgive me, I am going to take Carol out of order but I think it is important she be allowed to answer those points.

MRS. PARKINSON: Hello, Mr. Vint. This is the fifth year running that you have drawn attention to the committee expenses. You always seem to have more information than I have ever personally had about my fellow committee members so I ask myself who gives you this information.

The other thing I would like to say is I say the same thing to you ever year, I only claim what I am allowed to claim, which is my travel. If my travel is a little more expensive than somebody else's, I am afraid I cannot do anything about that. I do not run Jet2 and I do not run the taxis. Right?  
Okay?

What I would like you to know is last year you raised an issue about somebody who actually claimed for two nights' accommodation and that put a doubt over us all. We subsequently found out who that was. It was not myself. There was no apology for that.

I would like to say – I would like to say to you – (*interruption of speaker without microphone*) – that I have been working for myself as a management consultant – I can't even remember what I do – a management consultant for 30 years and I am known for my integrity. I have never in all of that time ever spent one postage stamp on asking for work. I get work by referral, by word of mouth from other people because they know of my integrity. Please don't call that into doubt at all. I am not having it.

I want you now to ask WimPen for their expenses, a full breakdown, and that rubbish about food and drink, I have never had a drink on WimPen. I have had half a can of pop that we get at the buffet lunch and the buffet lunch, by the way, that is down as 300 euros, is two meetings a year at which eight people are present, only three of which are the committee. I would like you to allocate the rest of the money to the people that eat the food. There is always enough food there to feed a family for a week. I do not agree with it personally but I do not order the food.

Please do not keep on every year about this expenses thing. If you can find something wrong with my expenses, please do something about it, but you won't. I do exactly what everybody does, I claim my travel and not one penny more. The other comment you made about I have already said that I am going to be looking to be repaid for money I have spent, you have not got that

from anybody because I have never ever said it and I want to know where you got that information from. (*Applause*)

MR. FLETCHER: I am going to try and balance things up. We are going to take somebody from this side of the room.

MR. JAMIESON (Villa 33. Weeks 7/8): I would just like to bring things back to the proposal. We have been shooting off in all different directions and listening to stuff that is not relevant to this proposal. The proposal is, do we want to support the committee in the termination of this contract. I am no fan of WimPen but I agree with the gentleman who was the contract lawyer, I think at the moment we are on very weak ground and I have said this to you right from day one, I have made my position clear, I think that the way the contract has been written Mickey Mouse would have done a better job in writing that contract, it is so loose, there are so many different problems with it, the only way to be sure is to let that contract run and at the end of that contract to put a new contract in place and invite people to actually submit their proposals. That gives the committee a chance to submit their own proposals.

We also have a situation where if WimPen don't behave themselves or Onagrup do not behave themselves over the next 18 months, we will not ask them to the party, and if we do not ask them to the party they will lose out. They do not want to lose that fee but if they do not behave they will do, and the way things are going they will not be asked to resubmit.

Now, I do think that we have to look at what we are going to spend. We are going to be hit for 300,000 euros plus. I know that we possibly do not like the way things have happened. Mr. Pengelly has been saying he has served the company, has served for 25 years. The big problem now is we have

a breakdown in trust because you have been economical with the truth, Mr. Pengelly. A lot of the stuff that you have not said we needed to know and a lot of the work that WimPen have been doing they should have been doing, for example, I have written to you several times about the fact that my villa was not registered with the Trustees. I purchased it in October 2013 and it was registered, surprise, surprise, the week before the committee meeting in March this year. How many other villas were not registered? That is part of your administrative duties.

MR. PENGELLY: Yes, it is.

MR. JAMIESON (Villa 33. Weeks 7/8): Why wasn't it done? Can you give us an explanation as to why these things have not been done? That is something you guys need to undertake, you need to be honest, tell us what you have and have not done. If you have screwed up, tell us. (*Applause*)

MR. PENGELLY: Let me explain that categorically First National Trustees were sent a letter of termination of their contract on 13<sup>th</sup> May 2012. They were slow in passing the information to the newly appointed Trustees, which were Huchinsons. We were reluctant to pass new certificates to them when it should have been passed over to Hutchinsons. We did hold back because we were waiting for it to go to Hutchinsons. Hutchinsons have been fighting to get the information and First National have been fighting to hold on to it. That was the reason that we did not submit them. We acquired them in 2012.

MRS. PARKINSON: Excuse me, I want to respond. I have spoken to the Trustee on four occasions, one-and-a-half hours on each occasion, and I recorded everything that was said. I will tell you absolutely that I asked Philip Broomhead, who is the legal director of the Trustees, why has it taken so long

for the contract to be taken from them to Hutchinsons. He told me, “Well, it was going ahead steamingly and then suddenly it came to a halt, and we had internal meetings and in those meetings we asked ourselves, what is the issue, why has it come to a halt, but I will be honest with you, Mrs. Parkinson, I did not push it because it is business.” So I said, “What do you think the reason was?” He said, “Well, all I will say is since the sale to Onagrup has been announced, suddenly things have speeded back up again.”

So, you know, this is just not true what is being said. I know in a letter the other day that I got from you, you said it had been ongoing for a year. It has been ongoing for three years and every time I have asked you at a committee meeting where are we at, you have told me that it was the Trustees that were dragging their heels.

MR. PENGELLY: Correct.

MRS. PARKINSON: But they are telling me very differently.

MR. PENGELLY: I am sorry, I know what is the truth.

*(Dissent from the floor)*

MR. FLETCHER: Right. That gentleman there. Sorry you have been waiting. Okay.

You are next. All right. You are next.

MRS. JOHN (Villa 63. Weeks 7/8): I have had the benefit of looking through the articles, clauses, the statutes, and other resolutions, and I am afraid I have found WimPen very wanting on most of those.

I own what is a villa that is on the far block, from 61-70, and should have been in their hands and clearly in their hands, and other constitutional documents, since early 2000. That was only put on the constitution as recently as at March 2014. That is a rather large miss for all those villas in that block,

and a couple of others, to be missing from the constitution because my right as an owner could have been extremely flawed if a decision had been made to sell our resort. I am not very happy about that.

A point somebody else made earlier about what does WimPen do for its money. You have to refer to the Development Owners Association and the Community Owners 1 because that sets out what in fact WimPen is supposed to be doing.

The Club has a right to ask WimPen to stop or Onagrup stop doing something so if we do not want them to rent out in a certain manner we have the power to do so and ask them to stop doing it, and tell us how much money they will supply us back out of the 183,000 to actually stop doing that particular chore.

We have rights and, unfortunately, a lot of people do not read these rights because they are very complicated, except for my friend at the back who has gone through the contract, etc. and has advised accordingly. This is very important. If you are going to get the faith of people to actually vote as to the constitution it has to be up to date.

There are several factors in that constitution greatly at amiss. In fact, you only changed the timeshare ownership registered company in 2014 whereas it was changed years ago. Please, if you are going to do your job, do it correctly. I had to point out several of these mistakes to Ian when I was there in February and I am afraid I am having to still look at some issues.

The gentleman at the back said of the budget that you are proposing as a club is actually run at a loss. In fact, I asked for a resolution to be made to make sure the accounts are audited as part of the governance of the committee,

and in the committee, and not just the Club but it is the founder member people who are sitting in front who are saying they have the right to be on the committee, if so they have a duty of care to everyone, all members.

In the budget you have not got an auditor's remuneration of £9,000. That is at fault and you are already in default and going to suffer a loss of 9,000 euro. Sorry. You should take care of what you write.

MR. PENGELLY: Can I respond?

MRS. JOHN (Villa 63. Weeks 7/8): Okay, because this needs an overhaul and your budget is not correct.

MR. PENGELLY: Please, let me answer it.

SR. MONEDERO: The auditing is not included because if you remember it was agreed to do an auditing every three years. But as I say if you wish to do an auditing, although it is not in the budget, the auditing of the accounts can be done yearly.

MR. PENGELLY: It was not our decision. It was the committee's decision for a three-year audit. It was not ours.

MRS. JOHN (Villa 63. Weeks 7/8): Yes. Right. I asked this question, and I got told the committee agreed to do this as a penny-pinching exercise. Well, as head of governance for one big government department and a lot of funded bodies, this is not how you run an organisation. You need audited accounts to give us people here assurance that our money is accounted for properly, it is not diverted, inappropriately done, and there are no losses.

If you need openness you can start by instead of restricting things like, I have asked (*unclear*) on the grounds that I am not an escritura owner, you need to include that for openness.

MR. PENGELLY: Don't point the finger at WimPen. It was not our decision, it was the decision of – it was an AGM agreement. It was not our decision.

MRS. JOHN (Villa 63. Weeks 7/8): Yes, but it is not in the minutes. In the minutes of the meeting, it is not recorded in the minutes when somebody asked to actually put it forward, it is not recorded as passed. It is not amended as with the constitution and I when I pointed this out I was – I said it should be done on every time because when you put in accounts for everybody it is only for that one year. I was told that the accountant will be auditing for three years, all three years, and give us one report. It is only signed up to say it is only audited one year, and that is not (*inaudible*).

MR. PENGELLY: WimPen would prefer an annual audit. It is not our decision so don't try and attach that to WimPen. It was a totally – it was a decision by the owners and by the committee, not WimPen. We did not vote on it at the AGM.

MR. FLETCHER: Now, let's just clarify this. The point that is being made is not about the decision. The point is proper recording of the information; that is the issue.

MRS. JOHN (Villa 63. Weeks 7/8): And the constitutional documents. Nobody as your advisers to the committee managers there who are not accountants, not constitutional experts, who are not governance experts, you should be advising them that in doing so they would be acting against the constitution, and you have a duty of care to everybody here. (*Applause*)

MR. FLETCHER: I am going to take the lady that is next, that is standing up, because she is getting tired.

MRS. MARTIN (Villa 66/39. Weeks 47/48): Thank you. Can I just bring this back now to the resolutions 13 and 21 because that is what we are supposed to be debating, and can we stop all this mud-slinging because we are never going to get out of this room otherwise. (*Applause*) I've lost my notes!

I was really pleased with the lawyer gentleman over there, what he said about the legalities, and as a timeshare owner not just at Los Claveles but other timeshare resorts for many, many years, I have experienced my first timeshare resort going down the pan. I have also experienced what has been mooted about another resort in Tenerife about what the management company have done to it, and I am still a member of that.

The one that went down the pan was because it did not have a proper structured marketing and rental business going and therefore – it was a family resort, just like Los Claveles is, we all loved it, but as people got older or for what reason, financial, health, they stopped going. If you stop going and stop paying your maintenance there is no money coming in.

So, we need somebody who has got the ability to manage the rental side of our business at this moment in time. I have not heard anything today or seen anything in the business plan which gives me confidence that the committee as is have got the expertise to be able to set up the marketing that is needed for Los Claveles, and it is not just now I have had concerns about this. I have had them and raised them over four years ago at one of the owners meetings.

I am afraid a sales team of one person, with the best will in the world, and who is only basically part-time, is insufficient to keep the resort going to the standard that we need.

The question that I would like to understand and a lot revolves round this, because unless I am mistaken Onagrup can only rent out the available apartments that are either unsold weeks or where owners have put them up for rental. Could I just have an answer to that question before I go on?

SR. MONEDERO: The number of units available for rental is the following: it is about 800 weeks which are the Club weeks and belong to the Club, cancelled weeks that nobody – they have not been with any owner. There is a number of weeks in the escritura, escritura some of the members do not pay but obviously they are registered owners, and they continue to be registered owners, and it is about 300 weeks, more weeks, in escritura that we have to rent out in order to get some more income. There are another obviously 200 weeks from WimPen that are empty weeks and WimPen obviously try to rent them out.

All in total at this moment in time at Los Claveles you have about 1,300 weeks available for rental. That is about 25% of the weeks available. As we say, this is continuing increasing because, as you say, the age and some people do not want their timeshare any longer, they dispose of the weeks, or escritura people do not pay any longer, this increases about 100 to 150 weeks every year in the last few years.

MRS. MARTIN (Villa 66/39. Weeks 47/48): Thank you. That is actually, then ----

MR. PENGELLY: Can I just add on to that, that apart from all those weeks we have a large number of owners who want to rent their weeks because they cannot afford to pay the fees, and that is added to what Jesus has just said, which increases it way beyond the 1,300 weeks to something more like 2,000 weeks.

So many owners are asking to rent because maybe they cannot travel or cannot afford the fees any more. So, it is a massive task.

A SPEAKER: Point of order, chair.

MR. FLETCHER: No, no. Sorry, point of order. Yes.

A SPEAKER: Can I ask after this speaker has concluded, can we move to a vote?

We are going round in circles.

A SPEAKER: This has gone on too long.

MR. FLETCHER: Okay. I will take that on board after the people who have already signified. This gentleman here.

A SPEAKER: No, after the last speaker.

MRS. MARTIN (Villa 66/39. Weeks 47/48): Can I just finish? I haven't finished yet. What I was going to do as part of this was bring it back to the voting. What I would be suggesting everybody to seriously consider, we have two years left on the contract, that we give Onagrup a chance. People have already said all this scaremongering about the increase in the maintenance fees. On the one hand people are saying that but we already know that you have to have a 51% at an AGM to increase the fees. So, why don't we give Onagrup a chance to get us the rentals in and that then gives us the time to set up a marketing strategy, a marketing group, a telesales type scenario to target them, the people on rent, bringing in new blood into the resort and making –  
*(unclear-microphone not working properly)* – somebody has cut me off.

*(Applause)*

MR. FLETCHER: Thank you. The gentleman with the microphone, this gentleman here, and then I am going to take this gentleman's proposal.

MR. LEGGETT (Villa 29. Week 47): I would just like to correct something the gentleman behind me said about the proposal, the business plan budget. He said that there is 28,000, sorry, he said on pages 11 and 13, the 78,500 management costs were not included in the budget. I have been looking very carefully while other people are speaking and I can assure you they are there, all in different bits. Well, if you look on page 11, second item down, on the left-hand side, auditors' remuneration 8,500; a bit further down, wages, 608,546; account preparation 25,000 which is probably 18 plus – no, the two figures of 17 plus 8 that are on page 13. And a bit further down – no, that is all of them. Yes, you will find them there but you need to look for them.

*(Applause)*

MR. FLETCHER: Thank you. This gentleman here.

MR. GORDON (Villas 80/37, Weeks 23/24/13/14): My name is James. The reason my wife and I are here today is because we love that resort. We are only members of it three or four years. We love it. Then we heard about this change. Now, I am not going to go into anything but I am going to say, Mr. Pengelly, you said you do a great job at that resort and you have been doing it for 25-30 years. But now Onagrup are going to come into that resort and do a much better job than you have been paid to do because they are going to get all the rentals fetched out, lease more out, so what have you been doing for 35 years that Onagrup is going to come in and do? *(Applause)*

MR. FLETCHER: Now, this gentleman quite rightly said a point of order. If somebody actually says, move to the vote, I have to vote on whether you want to move to the vote or continue the debate. I am quite happy to continue the debate but because someone has actually raised a point of order saying move

to the vote, I have to take that first. I am going to do it by a show of hands. It is not going to take for ever. So, all those who want to end the debate and move to a vote, please show. All those who want to continue the debate, please show. That means overwhelmingly that we end the debate and we go to a vote but I must have the right to reply because I have proposed the resolution. So, I have the right to reply. After my right of reply we go straight to the vote.

There are a number of issues here and I am not going to remember them all. I think as far as, and I will start off with, the business plan is concerned it has been pointed out to you, you need to read the business plan. The business plan has been put together by experts, by owners, by yourselves, and the business plan, in my view, is workable.

There were accusations against me personally from a gentleman at the back about I am going to stay here for 12 months and I am going to disappear. Well, anybody who knows me will know that if I start something I will continue to do it. I do not drop off halfway through. I would love to actually use my new caravan. I have not used it yet. I bought a new caravan earlier in the year and I have not been able to use it because of everything that has gone on here.

My commitment is to you. I said at the last Annual General Meeting when I was elected, I said you elect me and I will do my best on your behalf. I will stay here until the job is completed, whatever that job is. All right? And I will only stay – *(Speaker from the floor, no microphone)* – and I will only stay – don't interrupt, it is rude – and I will only stay here as long as you want me to stay here. If at some point you want me to go, I will go. *(Speaker from the*

*floor told to be quiet by owners*) Thank you very much for your support. I could not have done it better myself. Thank you.

I am just going to answer some of the points that were raised. First of all, the business plan, it is a sound business plan. Secondly, there was a gentleman who is involved in the legal profession. I mean, some of the – (*inaudible comment from the floor*) – No, no, no. I am halfway through. I am talking.

A SPEAKER: You refer to a business plan which is not a business plan, it is only a proposal.

MR. FLETCHER: Look ----

A SPEAKER: Can we just vote?

MR. FLETCHER: Thank you very much. So, a business plan, a business proposal, I don't care what you call it, the fact is that there is an alternative, an alternative to what you have got now.

Now, I have explained to you when I opened this debate what the debate was all about so I am not going to repeat that, but I do need to remind you of some of the issues, not just the reason for the resolution in the first place but things that have happened since then.

You have seen the debacle of signing in this morning. Was that deliberate or not? I really do not know the answer to that. ("*No, no.*") Now, also I have explained to you about the paperwork that went out with the AGM. I am supposed to be the chairman of the Club. They refused to share that information with me.

As far as the voting form is concerned, the proxy voting forms, there may be issues after this Annual General Meeting about those voting forms

because the proxy issue is not right. We have been told by the Trustees, we have been told by legal advisers, that the proxy forms are not right. So, there are issues.

Now, so far as the compensation is concerned that the gentleman from the legal profession spoke about, there is a possibility that we could be taken to court. There is a possibility that you would have to pay compensation, but if you looked, if you decided this is something that you wanted to do and you wanted to get rid of the management company and do something else, if you decided to do that, then you can afford to do it. You have the money at this moment in time. You are one of the wealthiest resorts that WimPen actually manages. You can afford to do it. You have the money to do it. But don't forget you do not pay them all this money in one go because you actually pay them on a monthly or a quarterly basis. So, in effect, you could continue to pay their management fee and still get rid of them and still have the alternative. You can afford to do it.

So, compensation is not an issue. Don't be scared by the word "compensation". Don't be scared by people threatening to take you to court. The people threatening to take you to court want to continue managing you. Where is the faith in an organisation that is threatening to take you to court? Do you really want someone to manage the resort, someone who refuses to take instructions from the chairman of the Club, someone who refuses to do what the committee asks them to do, someone who continues to refuse to give them information when they ask for it, if that is what you want, then by all means that is your choice.

I will do whatever you want me to do. If you say to me, put up with them for the next two years and do your best, I will do that. If you say to me, go for the alternative and let's bite the bullet, and say cheerio, then that is what I will do, and I will put my heart and soul into it and I will do it as long as you want me to do it. Please vote for this resolution. We now come to the vote.

*(Applause)*

Tellers, can I have you all in place, please, with your pens and papers? Now, just so that everyone is clear, those people entitled to vote for this resolution are Club members only and you have a white card. Don't go by the colour of the ink because it is blue. So, anyone with a white card, that is the card that you will hold up and that is the card that is going to be counted. Now, you are going to get a tired arm because there are a lot of people in the room but please hold the card straight up and make sure that it is read before you take it down. So, tellers, are you all in place? Are you all ready to perform this function?

A SPEAKER: Point of order.

MR. FLETCHER: Yes. A point of order, yes.

A SPEAKER: I am escritura – *(no microphone in use)*.

A SPEAKER: He has got the wrong colour.

MR. FLETCHER: Can we resolve that, please, Ian?

MR. CRANE: Sorry?

MR. FLETCHER: He says he has a white card but he is an escritura voter. Are there any escritura voters that have white cards?

A SPEAKER: Several.

MR. FLETCHER: Yes. I am afraid, there is going to be a couple of minutes delay while we resolve this. It is important that we do get it right. Will those people who think they have got the wrong card, please go and see Ian Crane.

*(Short break in proceedings)*

MR. RAFAEL GERACI: Excuse me, you have all spoken here of the committee – (“*Shush*”. *Quiet, please!*”) We would also like to speak on our behalf ----

*(Many persons speaking simultaneously)*

MR. FLETCHER: No, I am sorry. I am sorry. We have to keep to the rules. We are going to keep to the rules.

*(Onagrup representative speaking in Spanish)*

MR. FLETCHER: You are not doing yourselves any favours. The rules are that the gentleman over there asked me to put it to the vote. We put it to the vote. I have closed the debate and now we are going for a vote. There is no more debate on this motion. There is no more debate on this motion.

*(Short break in proceedings)*

MR. FLETCHER: Ladies and gentlemen, I am just going to give you a two-minute warning. There are people in the toilets so if your partner, or whoever, has not come back, please go and grab them. We need to carry on. So, I will just give you two minutes to sort yourselves out.

*(Continued break in proceedings)*

MR. FLETCHER: Are we all ready, folks? (*Agreed*) That’s what I like to hear. During the slight recess, I have been inundated with requests that we allow someone from Onagrup to say a few words. The problem I had is that the gentleman said put it to the vote and we had a vote that says go to the vote, and that would normally close that debate. But I am going to put it to you

again now, because I do not want to be seen to be railroading anything through because whatever the decision you make we have to live with, right? I do not want a reputation for knee-jerk reactions, or whatever.

So, I am going to put it to the vote whether you allow, and only two minutes, not this 20-minute presentation because we have gone too far down the road for that, a couple of minutes from whomever wants to talk from Onagrup, just to talk to you, but it must be about this resolution, right?

A SPEAKER: And in English.

MR. FLETCHER: Preferably in English, yes, but that is their choice. We will give them a couple of minutes. Now, is everybody in favour of listening to them for a couple of minutes? *(Agreed)* Anybody against? Right, two minutes. Mr. Castro, is it you going to speak? Listen carefully. We don't want any repeats.

MR. RAFAEL GERACI: Hello, I will be doing the translation for Mr. Castro. My name is Rafael. He is the General Manager for Onagrup. Thank you for letting us to speak today. We only have two minutes, unfortunately, when others have more minutes. It is very quick what we want to say. We have invited Samantha from RCI Europe to come to the meeting and we would like Samantha to just do a brief speech for Onagrup.

*(Dissention from the floor)*

MR. GERACI: Okay. We wanted to do a presentation but we have jumped to number 13 and we will speak whatever we have in these two minutes. We just do not have much to speak. I will just read out a letter that Mr. German Castro just told me to translate to yourselves, which will be much quicker, I think.

*(Applause)*

I will speak on behalf of the company I represent and on my own behalf to express my apologies to the situation created and the comments raised in the recent months regarding acquisition of the WimPen Management Company and management of community at Los Claveles. I want to begin by expressing my deepest respect to the board of owners and community members of Los Claveles. I also want you to know that my priority is to defend the honour of the company that I represent, myself, and if I may Mr. Pengelly, as renewal or not the management contract with WimPen.

We have received a letter from the committee member communicating the end of our management agreement, which immediately we replied explaining that none of these were valid reasons and valid to cancel the contract. I do understand how a decision of this magnitude is adopted. We are talking about the management and future of your community, without having previously consulted and to this day without having advised who will execute such management. What they are asking you to do is to jump into emptiness, to a new management with no accreditation or experience and even less marketing experience.

Currently, there is a contract signed with WimPen and that has still two years to run so at today's termination of this contract will have significant economical and legal consequence since this breach of contract carries with it economic penalty.

I would like to present several points for analysis and response. With two years remaining of management, do you think it is logical to assume the cost of a resolution that affects adversely to the community rather than wait for these two years and then analyse the results. After all, WimPen is the

manager, audited by committee and rules and has no capacity to make decisions.

We have to market available weeks for the community, which is approximately 1,200 weeks and what Mr. Monedero has already said at today's date, and will continue to grow. At the committee meeting held on 31<sup>st</sup> May 2015, I proposed a form of modern marketing to increase by 70% more revenue for the community but made clear that this is the committee and you who have to decide whether to adopt the new way of marketing or remain business as is usual as we have been doing traditionally at WimPen.

If this decision is in your hands, then why is there a problem? What have they been trying to pass on? From the first I have seen we will do what the committee decided in reference to the marketing. As I have said, it is recorded, the decision is yours. What is the fear?

For the maintenance fees, I say that WimPen cannot decide to increase. It is a decision for the committee. If it rises or not depends on the income received. Obviously, if there is more income for the community, it is much richer and can withstand the loss of members and will be able to maintain the fees, but all of this once more depends on the income received, and the community have the last word.

With reference to the employed staff, once again it is the committee's decision. We certainly have not come to sack anyone and that is what I explained to the staff the first time I met them. We came to work and help. Ladies and gentlemen, to fire and to sack, or not, it is a decision to be taken by the committee. Then again where is the problem? Again they have

misinformed when they say we want to fire or sack all the staff. Furthermore, that decision is in your hands.

*(Many people speaking simultaneously)*

They said we wanted to control the resort by buying more weeks and that we really had thousands. Not true. We have stated that we have, it is not even 10% of the weeks of the entire database. We could have purchased and stated that we had a thousand weeks and so we could control the community. However, we have not done this when we had the opportunity. Again, ladies and gentlemen at the AGM, where is the problem?

With reference to the resort management, we are one of the strongest companies in this industry. All of our resorts have the biggest scores of RCI International and also good valuations of booking.com, etc. ranging from 8.3 to 9.3, which is a successful valuation report. We have the largest active owner database in Spain, and Europe, with over more than 45, 000 members. These values are professional and management approach as well as other communities. Again, where does the problem arise?

I think this is well recognised our good work in management and all the logistic reasons that WimPen consist of seven communities, I can assure you and prove that we have had several meetings with other six communities, and its committees and presidents are more than satisfied with our performance and have expressed their satisfaction and confidence in the future, and in relation with WimPen/Onagrup. Unfortunately, this is not the case at the moment.

Therefore, finally, ladies and gentlemen, as you can see there has not been nor is there any conflict. The conflict has created the manipulation for a purpose that is not clear, even today's date.

I also want to express and reflect that Mr. Pengelly meditated and deeply analysed his decision to sell his company to Onagrup because I am aware of the proposal he received and the economical benefit (*unclear*) his belief in good management. So we also do not understand all that was told about him.

You all know him 25 years as director of WimPen and management of your community. I believe that guarantees his good work and good behaviour. So we do not understand the humiliation he has received because I have only known him for a few months and I can assure you that I am impressed by his sense of honour and dignity.

WimPen/Onagrup want to build and make a stronger resort so we are all happy; if you grow, we all grow. Thank you very much for hearing us and take your own conclusions. (*Applause*)

MR. FLETCHER: Thank you, Mr. Castro and interpreter. It is that time of the day now, folks. Are you ready? You got your strong arms ready? Now, I am going to say this again and only once, it is people with a white card that can vote. Please hold it up until you are told to put it down. Are you ready, tellers? It is the white card. Make sure you can show the number to the tellers so they can see it.

Right, everybody who is in favour of supporting the resolution, in other words, to end the present contract, please show now; all those in favour of the resolution. (*Card votes counted*)

Thank you. That is half the process. Now all those voting against the resolution, and that means you want the management contract to continue, please show. (*Card votes counted*)

Anyone wishing to abstain will you please show now? No abstentions, that is wonderful. Thank you. Sorry? That is FIVE. Thank you.

Please bear with us now while we count up the proxy votes. I will get people to announce their proxies. Mr. Pengelly? I understand someone has some proxies on the floor. Shall we take those first? Mr. Bailey?

A TELLER: They have been counted already on this side.

MR. FLETCHER: Sorry?

A TELLER: They have been counted here, look, went up, 4, 5, 4. That is in already, that one.

MR. FLETCHER: They are not proxy votes. Those are your own votes. If you have a card, that has already been counted. We are talking about people who have got proxy votes. Ian, are there proxy votes on the cards?

MR. CRANE: Yes, there is one down here and there is another one here.

MR. FLETCHER: Yes, sir. Sorry, I cannot hear you. Do you want a microphone? I cannot hear. Ian? Ian, the gentleman wants to say something. I cannot hear what he is saying. (*Owner conferred with Ian Crane*)

MR. CRANE: And the against, chair.

MR. FLETCHER: Have you sorted that, Ian? So you know what is happening, Ian Crane is going round collecting the proxy votes from the floor. Yours have been counted already. He is getting the ones that have not been counted because there was some confusion.

Now we are going to do the proxy votes against the resolution from people on the floor. So, please show Ian what you have.

*(Process of counting all votes undertaken)*

MR. FLETCHER: Ladies and gentlemen, we now have the votes:

In Favour of the motion there were 236 in the room.

Against the motion there were 329 in the room.

Taking into account all the proxies, and they have all been verified and double-checked and agreed with Ian Crane, the total therefore comes to:

863 in favour of the motion and 823 against the motion.

That means the motion is carried. *(Applause/Cheers)*

Not too much euphoria because there is a lot of hard work ahead of us. We still have a job to do. Now, I can continue the meeting for a bit longer as I understand it and it is important we do deal with elections. So, the next item as I see it, down on the ----

*(Many people speaking simultaneously)*

MR. FLETCHER: You are quite right. You are quite right. You are quite right, 21, so I will hand that over, then, to Mr. Pengelly.

## **21. PROPOSAL TO TERMINATE THE MANAGEMENT WIMPEN**

### **LEISURE MANAGEMENT SA**

MR. PENGELLY: Without sour grapes, I just remind the room that on previous AGMs up till now when I have been chairman I have always cast my discretionary votes with the room. I notice that today that has not happened.

Can we move then to the escritura, the proposal to terminate the management, WimPen Leisure Management SA, as managers for the

Association of Owners, that is to say, all the common parts and the community, timeshare community owners. Are you ready to count, Ian?

MR. CRANE: Yes.

MR. PENGELLY: Remember, this is escritura only.

A SPEAKER: Which agenda item is it?

MR. PENGELLY: Agenda Item 21. All escritura owners in favour of the resolution to terminate the contract?

MR. FLETCHER: Can I just have a point of order? I am sorry for this, Ivan, but I do know that I had escritura people send me their proxy votes, but I do not have those in front of me. Can we find out where those proxy votes are, please? I have had loads of escritura votes sent to me. I have not got those. Can I have those, please, before you start? Apparently, Carol Parkinson has not got her escritura votes either.

*(Short break in proceedings)*

MR. FLETCHER: Yes, apparently, I do have them. They are on the form, as has been pointed out to me. Thank you very much.

MR. PENGELLY: Could all those escritura only in favour of the termination of the contract with WimPen raise their card. (*Blue cards only*) (*Card votes counted*)

Will all those voting against the resolution to terminate the contract with WimPen please raise their cards?

Could we now have the proxies for the termination? Those in favour, proxies in favour of the termination. Escritura only.

Ladies and gentlemen, the results of the voting on the totals in the room were 28 for and 61 against. The proxy voting, there were 42 votes for and 78 against.

So, the total score was 70 in favour and 139 against. WimPen are re-elected. (*Applause/Cheers*)

MR. PENGELLY: Ladies and gentlemen, obviously this creates a rare situation where you now have two administrators on the resort and what has to happen now is that myself and Albert have to put together a policy that is going to work for the two administrators.

MR. FLETCHER: Yes, madam?

A SPEAKER: I personally have not lost faith in the committee. I am sure there are several people here that have not. Thank you for at least having the foresight to do it. I do hope sincerely that it works with Onagrup but please learn we will not be taken for fools, not one person in this room can be taken for a fool. (*Applause*) And please abide by the constitution as far as letting. I have every faith in whoever.

MR. FLETCHER: This is not the time for speeches.

A SPEAKER: A point of order, Mr. Chairman.

MR. FLETCHER: I am sorry, you have spoken several times before.

A SPEAKER: It is a point of order, Mr. Chairman.

MR. FLETCHER: Well, as long as it is, as long as it is a point of order.

*(Many persons speaking simultaneously)*

A SPEAKER: This is null and void because voting rights shall be exercised by way of a poll and not by a show of hands.

*(Many persons speaking simultaneously)*

MR. FLETCHER: Well, we have been counting for nothing, then. Anyway, I am going to move on, ladies and gentlemen.

A SPEAKER: Can I just ask for some information here? This does not seem very open, this vote that we have just had. I do not understand how having a majority in the room voting to keep Ivan and his team in charge and ----

MR. FLETCHER: You are talking about – the last vote was the escritura vote.

A SPEAKER: The last one was the escritura vote but the first one, the Club members vote, I do not understand how – it was when Mr. Pengelly said that normally he was the one whose proxy votes went with the room and that seemed to be like just glossed over. It seems to me that the proxy votes, i.e. the people who are not here, en masse, somebody, I do not know whether it is you, Mr. Fletcher, has decided that all those proxy votes are going to go with your view rather than the view clearly expressed by the room. (*Applause*) In the room was a clear majority of about 100 votes so how can you, if this is true, and this is why I need the information, how can you then say all the proxy votes, all the people who voted and put your name down to sort of say, act as my proxy, how can you go against the feelings of the floor and put all your proxy votes in and saying, “I’ll vote for me instead.”

MR. FLETCHER: Okay. I am going to answer you this way. I said at the very beginning there was an issue about the proxy forms. I said there was a problem with the proxy forms. All of the people that sent me proxy forms, most of them sent letters to me. A lot of the proxy forms came to me at the resort, some of them came to me at my home, because they said they did not trust WimPen to actually have them. I have been sending those on to Mr. Crane, right, as best I could; some of them before I went to Tenerife for my

holiday, some of them afterwards. The ones that I gave him today in fact he refused to accept, even though they were with me weeks ago but I was away on holiday. So there is an issue with the proxy forms.

Now, as far as the voting is concerned, I have voted the way people have asked me to vote for them because they have been ringing me up and they have been saying to me, "I've put your name on the form because I trust you and I want you to vote for what we want," and they told me what they wanted. Now, on the form you will see that there are little boxes on the right-hand side. There are a lot of little boxes missing where it says "proxy holder's discretion". Mr. Pengelly decided where to put those boxes, like he said that he did, and he has admitted it, he is saying he has done it for the last 25 years.

MR. PENGELLY: Correct.

MR. FLETCHER: He may have done it for the last 25 years but that does not make it correct. I said to you at the beginning of the meeting, we have taken legal advice, we have taken advice off the Trustees, and they have told us that the proxy holder can vote on every resolution where the person has not signified it. In all the last 25 years you have been prevented from that from happening. Now, I do know that a lot of proxy votes, and I do not know how many but there could be 100 or so, a lot of those proxy votes when they were counted Friday night by Mr. Crane, a lot of those votes, because people had not put into, because had not got a box that says "proxy holders votes", have not been counted.

Now, whatever happens today, I assure you that I am going to say to the WimPen management that all these proxy forms must be kept safe because

I am going to ask for an independent audit of all the proxy forms because something is not right.

So, thank you for your comment and that is my answer. I voted the way people asked me to vote. (*Applause*) Now, can I carry on with the meeting?

MR. PENGELLY: I would like to respond to that. Mr. Crane did not. He presented all of the votes last night and a team, I think, of five or six people reviewed all of those voting forms with him and they were fully aware which ones were invalidated. It is true that we have used the same format that has been used for the last 25 years but on the question of a discretionary vote, I would like to repeat, I always assumed when I was chairman that when they say “at your discretion” they expect you to listen to the comments in the room and at the end of the day to vote with the majority in the room, and that is how I have always done it. (*Hear, hear. Applause*)

MR. FLETCHER: Let me just say to you that Mr. Castro held a vote up for 170-odd votes. He did not vote with the room. He voted in favour of himself. So, no point having this debate. There is no point having this debate.

The proxy votes are going to be audited. I am going to insist upon it, and I will be calling a special meeting to give you the results in future. Because just to add on to that fact, you have agreed now, the Club have agreed and I am speaking on behalf of the Club, not the escritura, to start a new system of management.

So, I intend to call a special meeting as soon as we have got things sorted for people to be able to attend because we will need a new constitution, and we need to keep you informed. We will need to keep you informed as to

whether or not we have been given the database. We will need to keep you informed as to whether all the money that belongs to you has been handed over. We will need to keep you informed as to what happened with those proxy votes.

As far as I am concerned, this Club is going to be run by the owners. I am only a figurehead. I will do what you want to tell me. You will run the Club. I will call a special meeting and we will deal with all of these issues in good time because you will want to know what progress the committee is making on your behalf. You have my assurance on that. So, you will run it, not me. (*Applause*)

As far as the auditing is concerned, I was in Tenerife, I was on an aeroplane, I did not get back until half past 8, 9 o'clock last night. Carol – (*interrupted by a speaker without microphone*) Hang on a minute, let me finish. Let me finish. Let me finish. You don't stop people halfway through. Just let me finish my sentence.

A SPEAKER: (*No microphone*) You are not making a point. You are waffling on about why you are here ----

A SPEAKER: I beg your pardon. Respect.

(*Many people speaking simultaneously*)

A SPEAKER: -- sue on that contract on the basis that it has not been valid – there is no proof ----

MR. FLETCHER: Well, there is one thing for sure, we will not be employing you to defend us; that is a guarantee. (*Applause/Cheers*) What I was going to say, what I wanted to finish up by saying is this, that Carol Parkinson was helped, I gave her permission to audit these things on the ----

A SPEAKER: That is an awful comment to make to somebody who ----

*(Dissent from the floor)*

MR. FLETCHER: Well, it is also awful to interrupt people when they are talking as well. There is a lot of bad feeling in the room and I can understand that, but we need to make some progress. We cannot keep going over the same old ground. What I was saying is, what I was saying is, and I am going to finish, is that Carol Parkinson audited these forms on Friday night to look at these, and she was prevented from doing the job properly, and all this will come out later when we have it audited.

MR. RUDDY(?) (Villas 17/91, Weeks 32/33/44): Let's be absolutely clear, everybody here. If we get sued, if we get sued, and this is really, really important, who do you think is going to be on that writ? We are. We are, right, every single one of us here. Not the committee, not the committee, not Mr. Fletcher, who, if he loses everything here, still has got his caravan. Right. So you have got to understand that when this comes in each and every one of us to the extent that the Club cannot fund the compensation payment, the damages that Onagrup are going to look for, is going to rest with all of you.

*(Many people speaking simultaneously)*

MR. FLETCHER: Can we please have the microphone back? I think you have had your say. We need to make some progress. The next item on the agenda is the election of the ---- *(Cheers)* What's all this? Yes, point of order. Yes.

A SPEAKER: *(No microphone)* A point of order. I am totally confused on the effect of the result of those two proposals.

MR. FLETCHER: I will give you my opinion. I can only give you my opinion.

Right. My opinion is that the Club is the biggest organisation on the resort.

That is not to belittle the escritura because we are all important, as we are all owners we are all as important as each other. I am just telling you the facts. I do not know whether it is 75% or 80% of the resort is the Club. So, in practical terms it is not practical for a management company to even want to manage an organisation. The only reason, in my opinion, they would want to do that would be to muddy the water to try and get compensation and to make life difficult.

*(Dissent from the floor)*

MR. FLETCHER: This is my opinion. No, you asked for my opinion. But in order to resolve the issues, Mr. Pengelly has already said we need to get together and we need to talk about the situation. I cannot categorically give you a legal answer, I am sure somebody could, I cannot give you a legal answer as to how it is going to work when we have got two managements on the resort. All I can tell you is that 80% of the resort is the Club.

MR. PENGELLY: Can I respond to ----

A SPEAKER: *(No microphone)* Point of order on whether the decision to terminate the management contract will take effect, whether the management contract will terminate or whether it won't.

MR. FLETCHER: It will take effect in a month's time. There is one month left of notice, one month of the notice period left. It will terminate at the end of next month.

MR. PENGELLY: The point I would like to make is that it is very, very clear today that the agreement that has been made, the room clearly saw the problems that could come from having two administrators, and it is not going to be an easy way forward at all in deciding who and what responsibility – there are many

aspects of Spanish law that Mr. Fletcher will not be aware of and which will become apparent later. We do not have to have lawyers. We had them in the company. We know what we are doing at the beginning. But what this has done, the decision with only a 20 majority has turned Los Claveles into turmoil. That is the fact, whether you like it or whether you do not. It is turmoil. Forgetting about the fact that WimPen will certainly look for the remainder of its fee, forgetting about all that, this decision has turned Claveles into turmoil.

A SPEAKER: You started it.

*(Many speaking simultaneously)*

MR. PENGELLY: No, I did not start it.

A SPEAKER: Yes, you did.

*(Many speaking simultaneously)*

A SPEAKER: We voted on the contract. What has happened to the contract, not the administrator? We have not voted on administrator yet.

MR. FLETCHER: Yes, you have. *(Speaker inaudible – many speaking simultaneously)* No, it is both. The management contract and the administrator was both.

A SPEAKER: So the management contract is terminating or is not?

MR. FLETCHER: It will terminate in one month's time. They have been given notice. Now, let me just say this because we do need to make progress. The situation is, as Mr. Pengelly has quite rightly said, we have a small percentage of the resort that they have said they will continue to administer.

A SPEAKER: Excuse me. Could I make a point of order? It is now 10 to 2. We have been here since 9 o'clock. They are outside waiting to come in for the next meeting. This is you running this meeting, God rest us if this is how – *(microphone not working properly)* – can you make some announcement about what is going to happen in the next five minutes because that is what we have.

MR. FLETCHER: Well, if people will allow the meeting to continue, we are going to have an election, we are going to have an election of a Club committee, which is the next item on the agenda.

I have just been notified, everybody, that Carol Parkinson – sorry, that Julie Curwood has resigned from the committee. So that means there are two places available. All I can say to you is this, the time is running short, time is running short, there is the rest of the agenda to look at, and this is for Club members only, will the Club members agree for the rest of the agenda to be dealt with by the committee?

*(No, no, no. Dissent from the floor)*

MR. FLETCHER: Okay, then it remains undone. No, you cannot have another AGM but you can have another meeting to deal with the agenda, which we will organise.

A SPEAKER: What we could have, Albert, is an Extraordinary Annual General Meeting, which you should have called in the first place.

MR. FLETCHER: No, you can have an Extraordinary Meeting but you cannot have an Extraordinary Annual General Meeting. You can only have one ----

A SPEAKER: Okay, an Extraordinary General Meeting then.

MR. FLETCHER: Ladies and gentlemen, thank you for your attendance and a safe journey home. Have a safe journey home.

*(Many persons speaking simultaneously)*

MR. FLETCHER: I take it from the vote that we had today you are happy for the committee to have the membership register. That being the case, we will organise, the committee will organise a further meeting but I want the next meeting to be organised by the committee just to show you that we can do it rather than WimPen do it. So, we need the register in order to do that. If we get the register, we will call another special meeting. Sorry for the confusion, folks, but you will hear from us very shortly. Thank you for your support.

*(Applause)*

*(The meeting closed at 1.55 p.m.)*