

RSH&CP COMPANY LTD
THE COMPANY OWNING THE FREEHOLDS OF ROYAL STANDARD HOUSE & CITY POINT
www.standardhill.co.uk

Chairman

Martin Gotheridge
9 Royal Standard House
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Secretary to the Board

Philip Wrigley
9 City Point
Standard Hill
NOTTINGHAM
NG1 6FX
email:

8th June 2020

To all leaseholders and residents of Royal Standard House and City Point

Annual General Meeting of the Company
Monday 6th July 2020 at 7.00 p.m. By Video Conference

As notified to you in the May 2020 edition of "News from The Board", the Board has decided to arrange the AGM by Video conference. It could be by then, that the Covid-19 restrictions are further relaxed, but the Board considered that it would not be desirable to hold a large indoor meeting. The meeting will be held on Zoom and separate instructions are attached.

This invitation to attend the Annual General Meeting of the Company (the Company owning the freehold of the site) is extended to all leaseholders and residents. It is your opportunity to ask questions and receive an update from the directors about the running of the site.

Our Articles of Association provide for a maximum of twelve directors. Following the changes to our Articles of Association in 2014, Directors remain in post for three years. This year Philip Wrigley, Suzie Reeves, Marjorie Wroughton and Martin Gotheridge retire by rotation. Philip and Suzie have indicated that they will not stand for re-election.

An election will be held at the meeting. Only one member of the Company per apartment is entitled to vote. This year four Director nomination papers are included in this pack. We asked for Nominations in the February 2020 and April 2020 News from the Board.

The Duties of a Director in general for a company, and specifically for ours, are set out on the attached sheet. Whilst the Board has delegated most of its day to day management tasks to our chosen managing agent, FHP, members of the Board freely and willingly give their time and use their relevant skills and expertise on behalf of the Company and to the general benefit of residents. This includes, among other matters, legal advice, gardening, security, health and safety, accountancy and finance, website and communications, maintenance liaison, the gym. The list goes on and on.

Any members unable to attend the meeting are invited to appoint a proxy to attend and vote on their behalf. Both the Chairman and Secretary are willing to act as proxies. A notice appointing a proxy should be received by the Secretary to the Board at least 2 days before the meeting, to facilitate preparation.

The following documents are enclosed:

- Agenda
- Minutes of the AGM held in 2019
- Information on duties of Directors in general and specifically of Directors of our Company
- Director Nomination Forms x 4
- Form for appointment of a Proxy.
- Instructions for joining the virtual AGM by Zoom

FHP will send out separately their Service Charge Accounts for 2019 and the Financial Statements for 2019 of the Company.

Martin Gotheridge
Chairman.

Registered Office
10 Oxford Street, NOTTINGHAM NG1 5BG
Registered in England and Wales: Registered Number 05751557

Managing Agents
FHP Property Consultants, 10 Oxford Street, NOTTINGHAM NG1 5BG
Tel: 0115 950 7577

RSH&CP Company Ltd.

The Company owning the freeholds of Royal Standard House and City Point, Nottingham.

Directors:

Eddie Curtis, Martin Gotheridge, Karin Houston, Jackie Jenkin-Jones,
John Howe, Edith Pagliacci, Suzie Reeves, Philip Wrigley, Marjorie Wroughton.

To all Leaseholders and Residents,

The Directors invite all residents and leaseholders to the Annual General Meeting of the Company which will be held on at **7.00pm Monday 6th July 2020** by Video Conference

AGENDA.

1. Apologies for absence.
2. Minutes of the last AGM.
3. Chairman's annual report.
4. Financial report.
5. Maintenance
6. Appointment of Directors

NOTES

Nomination of Directors. The Directors retiring by rotation are Martin Gotheridge, Suzie Reeve, Marjorie Wroughton and Philip Wrigley. Philip and Suzie are not standing for re-election. Nomination forms, which are attached, have been received for Martin Gotheridge, Marjorie Wroughton, Richard Pryce and Duncan Moffatt.

Members. The unitholders (leaseholders) of every apartment that took part in the freehold purchase (that is all except 21 RSH and 14 CP) and their successors are members of the Company and are entitled to vote at a Company meeting, to be Directors of the Company (and to nominate Directors. Where an apartment (unit) is owned jointly, only one member is entitled to vote. If an apartment is owned by a limited company or a trust, the trust or company may appoint a proxy but the beneficial owner cannot be a Director.

Proxies. **To ensure that we have a quorum it would be helpful if members unable to attend appoint a proxy to attend and vote on their behalf.** A member of the Company who is unable to attend the meeting may appoint a proxy to attend, speak and vote on his/her behalf. The proxy does not have to be a resident. Both the Chairman and Secretary are willing to act as a proxy. If you wish to appoint a proxy, please use the form provided and ensure that it is returned to the Secretary to the Directors by **Saturday 4th July 2020.**

Residents. All residents are most welcome to attend the meeting, to speak and ask questions but only members may vote.

Advance Notice of Questions. In view of this being a video meeting, it would be more helpful than ever if known questions could be lodged in advance. Queries to Philip Wrigley by **Wednesday 1st July 2020.**

Philip Wrigley (Secretary to the Board)
9 City Point
Standard Hill
NOTTINGHAM
NG1 6FX.

phil_wrigley@hotmail.com

All leaseholders for whom we have an email address will receive these documents by email. Appointment of proxies and apologies can be accepted by email.

RSH and CP Company Ltd
Minutes of Annual General Meeting held on Monday 29th April 2019 at 7.30pm
at the Nottingham Society of Artists, Friar Lane

Present: As attached List

Martin Gotheridge in the Chair

In attendance:

Rachel Serio (FHP)

1. Apologies for absence:
As attached list
2. Approval of previous Annual General Meeting 2018 Minutes
The minutes of the meeting held on 30th April 2018 were approved by the meeting and the chairman signed them as a true record.
3. Chairman's Annual Report
The Chairman presented his report and review of the year
4. Financial Report
 - 4.1. The Company Financial Statements for the year to 31st December 2018 were approved by the meeting.
 - 4.2. FHP's service charge accounts for the year ended 31st December 2018 were received.
 - 4.3. Philip Wrigley briefly reviewed financial matters over the last year.
5. Maintenance Report
 - 5.1. On behalf of FHP, Rachel Serio reviewed maintenance matters for the past year.
6. Regulations in Schedule 4 of Lease
 - 6.1. The following new regulation was agreed and approved *nem con*:
"To ensure that the Tenant and anyone who lives with or visits the tenant and any sub-tenant or other occupant of the Premises does not harass, annoy or cause a nuisance to, and does not do anything likely to harass, annoy or cause a nuisance or distress to anyone in the Building outside the Premises, either in the Common Parts or elsewhere on any other part of the Estate."
7. Directors
 - 7.1. Eddie Curtis, Karin Houston, Jackie Jenkin-Jones and Richard Maxwell had retired by rotation and there were five vacancies. There were four candidates nominated for election:
Eddie Curtis
Karin Houston
Jackie Jenkin-Jones
Nick Packham
 - 7.2. A poll had been requested and was conducted in secret with FHP tallying the votes.

7.3. The following were appointed as Directors:

Eddie Curtis

Karin Houston

Jackie Jenkin-Jones

8. Close of Meeting

8.1. There being no further business the formal meeting was closed.

Attendees

Mr & Mrs M Gotheridge	9 RSH
Mr D Lloyd	12 RSH
Ms A Thompson	13 RSH
Mrs & Mrs I Houston	15 RSH
Ms M Maunder	16 RSH
Mr & Mrs M Knight	17 RSH
Ms F Power	25 RSH
Mr & Mrs N Packham	26 RSH
Mrs J Jenkin-Jones	28 RSH
Mrs M Wroughton	30 RSH
Ms V Hall	3 CP
Mrs J Abercrombie	4 CP
Ms S Reeves	5 & 8 CP
Mrs E Curtis	7 CP
Ms E Pagliacci	6 CP
Mr & Mrs P Wrigley	9 CP
Mr D Griffiths	21 CP
Mr & Mrs B Hill	23 CP
Mr & Mrs A Puckey (in attendance)	24 CP
Mr S Hale-Wood	25 CP

Apologies for Absence

Mr D Silver	1 RSH
Mr R Garland	6 RSH
Mrs S Rose	27 RSH
Mr E Curtis	7 CP
Dr M Sands	11 CP
Mr R Maxwell	15 CP
Mr & Mrs J Howe	17 CP
Mrs J Penchion	19 CP

RSH&CP Company Ltd – Duties of a Director

RSH & CP Co Ltd (the Company) exists to hold the Freehold of the site that RSH and CP stand on and to act as Landlord to all the Leaseholders (Flat owners) on the site. All but two of the Leaseholders are Members of the Company. At the AGM the Members will be electing the Directors that are responsible for its overall management. The day to day running is delegated by the Directors to Managing Agents, who are currently FHP. Directors freely and willingly give their time and use their relevant skills and expertise on behalf of the Company and to the general benefit of residents.

The “rule book” defining the relationship between the Landlord (the Company) and individual Leaseholders (Flat Owners) is the Lease of each flat. (A specimen copy of the lease for each block is on our website – www.standardhill.co.uk. Click on “info for residents” and select “essential information”.)

Company Law governs Companies in general. In addition, RSH and CP’s specific rule book is its Articles of Association.

The Companies Act 2006 has codified the duties of a Director and these are summarised on the .gov.uk website as:-

"Directors' responsibilities

As a director of a limited company, the law says you must:

- *try to make the company a success, using your skills, experience and judgment*
- *follow the company’s rules, shown in its [articles of association](#)*
- *make decisions for the benefit of the company, not yourself*
- *tell other shareholders if you might personally benefit from a transaction the company makes*
- *keep company records and report changes to Companies House and HM Revenue and Customs (HMRC)*
- *make sure the company’s accounts are a ‘true and fair view’ of the business’ finances*

The Directors of RSH & CP Ltd hire people to do many of these things day to day – the Managing Agents and our External Accountants, for example.

But the Directors are still legally responsible for the company’s records, accounts and performance.

They may be personally liable for the company’s business liabilities in certain circumstances if they have acted outside their powers and in extreme cases can be prosecuted and fined if they don’t follow the rules.

Other matters which are part of the duties of our Directors are:

- Health and Safety – complying with legislation and best practice
- Acting as Trustees for the Service Charge and Sinking Fund monies. The latter are substantial due to the Lift Sinking Funds.
- The directors meet approximately six times a year. Meetings are held on Mondays at 4.00 p.m. at the offices of FHP and usually last at least two hours.

This note is not intended to be an authoritative statement of law but is issued as general guidance to Leaseholders who wish to put their names forward for election as Directors. We would recommend you take independent advice if you have any concerns.

RSH&CP COMPANY LTD
ANNUAL GENERAL MEETING 27TH APRIL 2020

Form for nomination of a director.

Proposer:

I, Anne Thompson of 13 RS14, being a member of RSH&CP Co Ltd and qualified to vote at the Annual General Meeting, hereby give notice to the Company of my intention to propose MARJORIE WROUGHTON of 30 being a member of the Company, for appointment as a Director of the Company.

Signed Anne Thompson

Dated 7.03.20

Nominee:

I, Marjorie Wroughton, of 30 Royal Standard House, hereby give notice of my willingness to be so appointed.

Signed M. Wroughton

Dated 7.03.20

Full name: Marjorie Anne Wroughton

Address if not resident in the apartment

N/A

Date of birth. 20.06.1931

Nationality. British

Occupation or former occupation. Retired dermatologist.

Short personal statement.

I have lived at 30 Royal Standard House since March 1999. I was a founder member of the Residents Association and acted as its secretary for 8 years. I was active (with my late husband) in organizing the purchase of the freehold by leaseholders and in setting up RSH&CP Co Ltd. I became a director of the Company in 2011 and acted as Secretary to the Board of Directors until April 2016. I have always been closely involved in the day to day management of the site, liaising with other directors and with our managing agents and their contractors. I am familiar with the many nooks and crannies of our site. If I am re-elected as a director I would hope to continue to use my knowledge and experience in these fields.

It will always be a challenge to keep up high standards of maintenance as our buildings age and we have to comply with more and more legislation in the fields of Health and Safety, whilst keeping the service charge as low as possible. We must also work to ensure that this continues to be a happy, neighbourly community where we all comply with the terms of the lease and are treated fairly and flexibly. We must also continue to work to maintain our good relations with our neighbours in the Arena Apartments and in The Park Estate.

I look forward to having your support.

RSH&CP COMPANY LTD
ANNUAL GENERAL MEETING 27th April 2020
Form for nomination of a director.

Proposer:

I, JACKIE JENKIN JONES of 28 RSH, being a member of RSH&CP Co Ltd and qualified to vote at the Annual General Meeting, hereby propose MARTIN GOTHERIDGE of 9 RSH being a member of the Company, for appointment as a Director of the Company.

Signed... J. Jenkin Jones
Dated... 4.2.2020 2020

Nominee:

I, MARTIN GOTHERIDGE of 9 RSH being a member of the Company hereby give notice of my willingness to be so appointed.

Signed... M. Gotheridge
Dated... 2020

Full name MARTIN HOWARD GOTHERIDGE

Address if not resident in the apartment

Date of birth. 23-02-1943

Nationality BRITISH

Occupation or former occupation. RETIRED SOLICITOR

Short personal statement.

*I have lived in 9 RSH since 2008
I have been a director since 2010
I was elected Chairman of the Board
in 2013.
I have enjoyed serving the company and
my fellow residents and am prepared
to continue do so for one more term.*

RSH&CP COMPANY LTD
ANNUAL GENERAL MEETING 27th April 2020
Form for nomination of a director.

Proposer:

I, Philip Wriden of 9CP, being a member of RSH&CP Co Ltd and qualified to vote at the Annual General Meeting, hereby propose Richard Pryce, of 1CP, being a member of the Company, for appointment as a Director of the Company.

Signed.....
Dated..... 24 May 2020

Nominee:

I, Richard Pryce of Apt 1, City Point being a member of the Company hereby give notice of my willingness to be so appointed.

Signed.....
Dated..... 13 th May 2020

Full name RICHARD NOBLE PRYCE

Address if not resident in the apartment

Date of birth. 1 st OCTOBER 1945

Nationality BRITISH

Occupation or former occupation. RETIRED COMPANY DIRECTOR

Short personal statement.

My wife Maggi and I both in our 70's have traveled extensively and have lived and worked in several different places in the UK. We settled on Nottingham because our son lives and works here. We lived in the Arena for many years and found this location perfect for our lifestyle. We moved to City Point because it was ground floor with outside space in beautiful gardens with a feeling of security. We feel it is the perfect place as we get older, and I would like to contribute to helping it remain that way.

RSH&CP COMPANY LTD
ANNUAL GENERAL MEETING 27th April 2020
Form for nomination of a director.

Proposer:

I, Philip Wrigley of 9.C.P., being a member of RSH&CP Co Ltd and qualified to vote at the Annual General Meeting, hereby propose Duncan Moffatt of 2.C.P. being a member of the Company, for appointment as a Director of the Company.

Signed.....

Dated 24 May 2020

Nominee:

I, DUNCAN PAUL MOFFATT of 2.C.P. being a member of the Company hereby give notice of my willingness to be so appointed.

Signed.....

Dated 11.05.20 2020

Full name

DUNCAN PAUL MOFFATT

Address if not resident in the apartment

Date of birth. 5th June 1951

Nationality

BRITISH

Occupation or former occupation.

DIRECTOR - EDUCATION AND TRAINING

Short personal statement.

DIRECTOR - PROPERTY COMPANY.

I would be honoured to be considered as a director of the Company which is responsible for decisions relating to my home.

I have previous experience as M.O. of 30 management Ltd, 30 the Popwalks and as Resident of the Community in which I live in Oruela Costa, Spain, some 39 dwellings

I have previously worked with F.H.P. and Rachel Serie and would be happy for you to contact her to confirm my suitability for the role.

**RSH&CP Company Ltd
ANNUAL GENERAL MEETING
6th July 2020**

Form for Appointment of a Proxy.

I of.....,
being a member of RSH&CP Company Ltd, and qualified to vote at the Annual General Meeting,
hereby appoint.....

or if they fail to attend, the Chairman of the Meeting

to act as my proxy at the Annual General Meeting on 6th July 2020 or any adjournment
thereof.

Signed.....

Dated

RSH&CP Company Ltd
ANNUAL GENERAL MEETING
6th July 2020
Instructions for the Use of Zoom

By this stage of the Covid-19 lock down, many of you will be proficient users of the Video conferencing program Zoom.

Here is the invitation to the meeting.

Topic: RSH & CP AGM

Time: Jul 6, 2020 07:00 PM London

The Zoom meeting room will open at 6.45 PM to enable you to enter and sort any technical issues or just have a chat. Please use this time so that the formal meeting itself can start promptly.

Join Zoom Meeting

<https://us02web.zoom.us/j/83422061558?pwd=QXVOUVhDWHI4em9TYVJOa3U4b0FsZz09>

Meeting ID: 834 2206 1558

Password: 999632

Dial In phone number for Audio access only:

0203 481 5240

And follow instructions to tap on phone keypad the above meeting ID and Password.

---ooo000ooo---

That is all regular users need to know.

If you are new to Zoom, it can be accessed from any Desktop PC, Laptop PC or Tablet. The PCs will need a webcam.

You do not need to load any software on your computer or tablet, just click on the above blue hyperlink and it should do the log in for you. If you do have the Zoom App already open you can use the meeting ID and password as above.

A common problem joining a Zoom meeting is not having your audio or video turned on. If you put your cursor on any area of the Zoom screen other than a picture, you should see in the bottom left hand corner two icons. The one on the far left is to turn audio on, if necessary, the next, a little video camera, is for video.

The sound on Zoom is not bi-directional. Two or more people cannot talk at once. If you talk over someone, or your phone rings, or you even cough, it will interrupt the speaker. Be guided by the Chair and if you wish to speak, raise your hand so that it is visible on your picture, so that the Chair can call you in turn. To prevent inadvertent interruptions, we shall probably turn off, remotely, everybody's microphones apart from the Chair and speakers and re-instate them for questions.

If you do not have PC or tablet access, you can still dial into the meeting from any telephone, as above, but you will only have sound access and not be able to see or be seen by the speakers. If you wish to speak you will have to call out your name to the Chair when they are taking questions or general discussion from the floor.