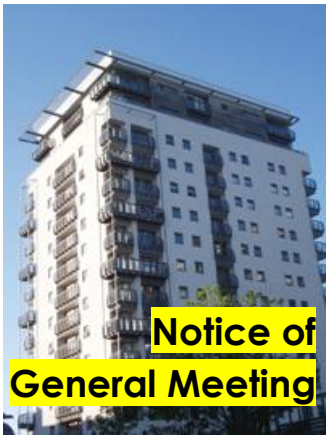
# Newport Road Maintenance Limited &

# Admiral House Resources Limited




**NOTICE OF THE COMBINED GENERAL MEETING**

**PROGRAM FOR THE EVENING**
Tuesday 10 September 2013

| | |
|---|---|
| 18:00 | Venue opens and registration |
| 18:30 | Annual General Meeting presented by the Board of Newport Road Maintenance Limited |
| 18:45 | Annual General Meeting presented by the Board of Admiral House Resources Limited |
| 19:00 | Annual Management Meeting: R*eview of the estate for the year – Block and Car Park* |
| 19.45 | Meeting closes, opportunity to meet the directors/trustees and the agents over a drink. |

**Register now**
Please email your name, address, email and phone contact details to neil@wppmc.com if you wish to register for the presentation. You will receive confirmation by email.

**POLL VOTE & PROXIES**

A combined Poll and Proxy Form accompany this Notice of the Meeting. Most of the decisions are not decided at the meeting to ensure we get maximum time covering business issues. A separate Poll ensures all participate in the meeting and the running of the estate.

To be effective, Poll Form & Proxy Forms (duly completed and signed) must be received at our new Registered Office, 46 Whitchurch Road, Cardiff, CF14 3LX by no later than 12:00 PM GMT on Monday 09 September 2013.

**RSVP BY MONDAY 9 SEPTEMBER 2013**

To assist with managing numbers for the meeting please return this slip or return the information to one of the addresses on the Proxy Form if you are attending the General Meeting, or advise us when you are registering for the presentation.

Full name .....

Signature ..... Date .....

**NOTICE OF MEETING**
**General Meeting – Newport Road Maintenance Limited**
A General Meeting of Members of the Newport Road Maintenance Limited will be held on 10 September 2013 at 18:30 GMT at Mercure Holland House Hotel, Cardiff.

The Chair is appointed by the Board whom have elected Coin Davison
After apologies provided, the following agenda has been agreed by the Board.

**Agenda**
**Ordinary business (decided on ordinary resolution)**

1. **AGM Minutes approval**: The minutes from the AGM in 2012 are circulated for approval by the members **[link to download - www.admiralhousecardiff.com] (Should you be unable to attend we would encourage you to complete and submit the poll and proxy form on page 6)**

2. **Annual reports approval:** to read the results from the Poll in respect of receiving and considering the financial report and the Reports of the Directors for year ended 31 December 2012. **[link to download - www.admiralhousecardiff.com]** A Poll will be provided prior to the meeting.

3. **Appointment of director**: The hear Matthew Currie's interest in being elected to the Board **[link to download - www.admiralhousecardiff.com]** A Poll will be provided prior to the meeting.

4. **Appointment of accountants**: To review the appointment of John Weber Chartered Accountants.

**Special business (decided on a Poll vote only)**

5. **Amend the constitution**: to review the results of the Poll which consider and, if thought fit, to pass the following resolution as a special resolution:
'That the company's articles are changed to accommodate shorter notice periods for AGMs, the requirement for an AGM to be kept and dispense with the need for annual rotations of directors and clearer support for our membership's decisions'. Additionally a Directors Code has been drafted for consideration which requires approval.

**Management update (non-voting discussions)**

6. Review of Services provided to the Block – reception, repairs, electricity, cleaning
7. Review of Services provided to the Car park – lighting, CCTV, Lift
8. Review of debt collection;

Motions which require an ordinary resolution will be passed if approved by more than 50% of the votes cast by Members via proxy/present in person or by poll and eligible to vote.

**Item 5** is a special resolution and will be passed if approved by at least 75% of the votes cast by Members via a poll eligible to vote. Remainder of items are discussion and updates only.

Details in relation to a Member's entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form are set out in the accompanying Proxy Form.

Explanatory notes are included below.

By order of the Board

Colin Davison
Trustee 13 August 2013

**NOTICE OF MEETING**
**General Meeting – Admiral House Resources Limited**
A General Meeting of Members of the Admiral House Resources Limited will be held on 10 September 2013 at 18:45 GMT at Mercure Holland House Hotel, Cardiff.

The Chair is appointed by the Board whom have elected Colin Davison
After apologies provided, the following agenda has been agreed by the Board.

**Agenda**
**Ordinary business (decided on ordinary resolution)**

1. **Appointment of directors**: The directors accounts for their election as Board members for this new company.

2. **Appointment of accountants**: To review the appointment of John Weber Chartered Accountants.

**Management update (non-voting discussions)**

3. Review of Staffing provided to the Block
4. Review of Staffing provided to the Car park – security, cleaning
5. Review of debt collection;

Motions which require an ordinary resolution will be passed if approved by more than 50% of the votes cast by Members via proxy/present in person or by poll and eligible to vote.

Details in relation to a Member's entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form are set out in the accompanying Proxy Form.

Explanatory notes are included below.

By order of the Board

Colin Davison
Trustee 13 August 2013

## Explanatory Notes

### Time management is vital to the meeting, unless they are raised via email before, they may not get considered.

#### 1. AGM Minutes

Copies of the 2012 AGM minutes are available via email / web-link.

**Recommendation**
The Board recommends you accept the presented AGM Minutes.

#### 2. Accounts approval

The NRML Annual Report 2012 will be presented to the meeting. The report includes the financial report and the Accountant's report. Members can access the report from. **[Link to download - www.admiralhousecardiff.com]** As permitted by law, a printed copy of the Annual Report has been sent only to those Members who have elected to receive a printed copy. Please notify us of this intension.

The NRML Annual Service Charge Report 2012 will be presented to the meeting. The report includes the financial report and the balance sheet. It is not reported to the current Tech 03/11 standard. Members can access this report from **[link to download - www.admiralhousecardiff.com]** as permitted by law, a printed copy of the Annual Report will be sent only to those Members who require this.

During this item of business, members will have a reasonable opportunity to ask questions about, and make comments on, the reports and NRML, the company's management, policies, operations, performance and prospects. Members may also submit questions in advance of the meeting by sending questions on the form provided in this pack.

**Recommendation**
The Board recommends you accept these accounts.

#### 3. Amend the constitution:

Our Articles are subject, at each meeting, to scrutiny and disagreement resulting from the lack of clarity and fairness resulting from what they report. At recent Board meetings, further clarity was obtained as well as directors appointing their own solicitors as well as a view of an independent solicitor obtained.

The recommendation all have reported back to update the Articles. Such costs of incurring this legal have not been agreed at a Board meeting and it is generally accepted since Companies Act 2006 that all residential Management companies as well as those under the new Right to Manage legislation adopt the version which is available from Companies House.

We have used this template and have at Board meetings amended with what has been agreed by the majority of 5 directors. Opposing views at that meeting were only on the banning of proxy votes and creating a minority against investors including the deletion of membership records all of which have not been altered in the Articles proposed.

The management company legislation actually uses the basis of our drafted Articles. We have also added the fact membership of the company will be removed where undisputed payments are not received to reflect the interests of those who attended the last AGM.

Weblink - **[link to download - www.admiralhousecardiff.com]**

**Recommendation**
The Board recommends that these Articles are adopted as it will ensure harmony in many respects. Previous directors also recommended such a change and it is widely respected that the current ones lack clarity.

**Return by 9th Sept 2012 12pm noon only one item decided at meeting**

**POLL & PROXY FORM**

Your vote is important – many of these decisions are decided by your Poll in additional to appointing a proxy. It ensures your vote counts even if you cannot attend the meeting. To complete the Poll and Proxy form please read the instructions on the back of this form and accompanying Notice of Meeting for details of each item of business.

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**1. A Registered name and address**

**Check that your details are correct**
If you have any changes mark them on this form

**Daytime contact number**
Please write your daytime telephone number in case we need to contact you about your proxy form.

**1. b Provide your membership/flat number**

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**2. Appointment of proxy -only for Proxy Decision(s)**

I, being a member of Newport Road Maintenance Limited, hereby appoint:

☐ Colin Davison (mark this box with **X)** **OR** _____ (print name of person you wish to Appoint as proxy)

**OR** if the person named does not attend, or if no person is named, the Chairman of the Board as my/our proxy to act generally at the Meeting on my/our behalf and to vote as directed below or if no directions are given as the proxy sees fit at the Annual General Meeting of NRML to be held at the Argyll Suite, Mercure Holland House Hotel, Newport road, Cardiff at 18.30 pm on Tuesday 10th September 2013 and at any adjournment of that Meeting. Write POLL in the box if attending.

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**3. Poll Vote and directions to your proxy**

For each item of business please mark X in one box only to indicate your voting instruction. If you do not specifically indicate how to vote below then your proxy may decide how to vote on any motion at the Meeting.

| | **Board recommends this option** In favour | Against | Abstain |
|---|---|---|---|
| 1. To receive and accept amendments to the AGM minutes (Postal poll vote) | ☐ | ☐ | ☐ |
| 2. To accept the accounts for the 2012 year (Postal / poll vote) | ☐ | ☐ | ☐ |
| 3a. To appoint Matthew Currie as Director (Postal / poll vote) | ☐ | ☐ | ☐ |
| 3b. To appoint Directors to AHRL (Postal / poll vote) | ☐ | ☐ | ☐ |
| 5 To appoint Weber Accountants | ☐ | ☐ | ☐ |
| 6. Amending the Articles –postal poll vote | ☐ | ☐ | ☐ |

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**4. Signature of Member**

Please sign and date.

_____ /_____/ 2013

Signature

**INSTRUCTIONS FOR COMPLETING YOUR COMBINED POLL VOTE & PROXY FORM**

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**1. Registered name and address**
This is your name and address as a Member as it appears in NRML's Register of Members. If the information we hold on your address or name is incorrect please make the correction.

You should only use one form for each lease held as each leasehold membership must only have. Joint holders you cannot complete more than one form per property.

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**2. Appointment of proxy**
If you want your proxy to be someone other than the Colin Davison of the meeting please insert their name or role in the box.

If you leave this section blank or your named proxy is unable to attend the Meeting then the Colin Davison will be your proxy.

Remember that if you appoint someone other than Colin Davison as Company Chairman to be your proxy and a poll is called for this resolution then they are not compelled to exercise your proxy, in which case your vote would not count unless you have directed how the proxy is to vote. If you have so directed, the law now requires that that unexercised vote must be transferred to the chair of the meeting who must exercise it as you have directed. You should ensure if you wish to vote on the polled resolutions these can only be done via the post not left to your proxy.

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**3. Voting directions to your proxy/ Poll vote**
You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. If you mark your vote then your proxy must vote that way for your vote.

1. If you want your proxy to vote for the proposal cross the box under **In favour**.
2. If you want your proxy to vote against the proposal cross the box under **Against**.
3. If you do not want your proxy to vote at all regarding the proposal cross the box under **Abstain**.
3. If you are undecided and want to leave the decision to your proxy at the meeting do not mark any box against the item then your proxy will decide how to vote at the meeting.

If you place an X in more than one box against an item then the proxy will not know how to vote and your vote will be invalid.

The items for agenda which are part of this poll must be completed, filed and returned to the Registered office by the deadline as they will not be counted at the meeting itself. If you are attending your form should put the words POLL into the box which contains the name.

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**4. Signature**
The Member must sign.

If the proxy is signed under power of attorney or via deed of trust, please provide a copy.

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**5. Lodging your poll & proxy**
There are 4 ways for you to lodge your Poll & Proxy Form on this form or on a sheet containing the details on this form by:

1. **Mail** to reach the Company Secretary at WPP, 46 Whitchurch Road, Cardiff, CF14 3LX by 12 pm (noon) 9th September 2013 (**the Deadline** and poll announcement),

OR

2. **Hand** to be handed to one of the Company Secretary in sealed envelope by the Deadline;

OR

3. **Fax** to reach the Company Secretary on fax number 029 2066 8806, not later than the Deadline;

OR

4. **Email** the details on this form or a scanned copy to reach the Company Secretary to neil@wppmc.com quoting your Apartment numbers by not later than the Deadline.

**QUESTIONS**

**Questions from members**

NRML aims to provide relevant and timely information to members at the meeting.

**4.** If you **would like to submit a question please use this form and send it to NRML** at WPP, 46 Whitchurch Road, Cardiff, CF14 3LX by 12 pm (noon) 9th September 2013 (the Deadline and poll announcement), **or email it to colin.davison@cranleys.co.uk or fax it to 029 2066 8806.**

To be considered, questions must be received by no later than noon on the evening of the meeting.

Questions will be collated and, during the meeting, either the Chair or an appropriate Director will seek to address as many of the topics as possible. Individual answers will not be sent to Members.

Members attending the meeting will still have the opportunity to raise questions from the floor.

Member's name .....

Address .....

Questions

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4 .....

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