

MINUTES OF THE 39th ANNUAL GENERAL MEETING OF THE

LANGDALE OWNERS' CLUB

Held at North West Auctions, Junction 36, Rural Auction Centre, Crooklands,
Milnthorpe, Cumbria, LA7 7FP on Sunday 7th November at 1200 hours

Present: Ian Hamilton, Chair, Paula Gorst and Kit Bird (*via Zoom link*)

Michael Coletta & Ian Murray (*physically present*)

5 Owners + 1 Owners' proxy representative

In addition 34 Owners participated via Zoom link

Apologies: Mrs Heath, Mr & Mrs Quinn, Mr McQuoid, Mr & Mrs Kemp, Mr Ryall and Mrs Norman

Item A - Introduction

Mr Visser (meeting co-ordinator) welcomed owners to the meeting and explained how the meeting would be run, how voting would be carried out and that anyone wishing to submit questions on the day should use the Q&A function. All questions would be monitored and addressed during the meeting, so long as time allowed. Any questions that are submitted but were not answered due to time running out, would receive a written response and would be included in the published Q&As on the Owners' Club website.

Mr Visser introduced Michael Coletta, Managing Director of Langdale Leisure Limited (LLL) and a member of the Owners Committee, who would be a link between the end of the Langdale Owners plc (LOP) AGM and the start of the Langdale Owners Club (LOC) AGM.

Mr Coletta thanked the Owners for the support that they have given over the last 15 to 20 months, which have passed very quickly, but have been very difficult for the team. During that time the support from Owners has been overwhelmingly favourable.

He then reflected on the last 12 months and shared the statistic that in the last 365 days, the estate has been closed for 165 of them i.e. 45% of the time. He stated that the pandemic has affected every single person on the planet one way or another and while it still endures, the focus on the estate is to the future.

He highlighted the challenges that the estate faced because of the poor government communication, with owners expecting the estate to know what the government's plans were, while the reality was that the government weren't speaking to anybody other than the people within their very close circle and that meant that there were last minute changes, which had an adverse effect on the Owners.

Mr Coletta stated that the last-minute decisions caused confusion for guests, for Owners and for staff and it also heightened the anxiety levels of everybody.

In addition to Covid the Estate had to deal with the discovery of Phytophthora ramorum, a disease that affected the rhododendron bushes and the larch trees, and required the removal of Rhododendron bushes and Larch trees.

Mr Coletta sought to address the successes of the last year and identified the improved communication with stakeholders, for which he thanked Dan Visser and his team who have increased their communication channels with the Owners. E mail communications have been going out fairly regularly, particularly during those last-minute changes.

The hotel business has come back very strong and while staff retention has been better than our peers, shortages of staff in some departments, has meant a reduction and in some cases a suspension in services.

Timeshare resales have been very strong and in the last year the last financial year, there were 147 resales with an average price around £5,500. This is up by around one third on previous levels.

Looking to the future he stated that the economic challenges that are facing the business at the moment mean that it is going to be a tough 6 months at least ahead of us. The timeshare bedroom refurbishment which was started 9 years ago will be concluded in this next maintenance window. There needs to be an increased focus on the development plans for the timeshare properties. Dan Visser will be taking the lead on stakeholder engagement for LOP and this will involve meeting with and speaking to owners.

Mr Coletta spoke to Langdale Leisure's newly developed environment action plan and the launch of the E team which represents the employees in LLL. The action plan has 85 action points working with an external consultant the carbon footprint of the company is being recalculated. The last carbon footprint identified that 4,000 tonnes of carbon a year is being produced.

A strategy relating to electric vehicle charging points is being developed but requires a new substation which would cost about £70,000 to £80,000, in addition to any infrastructure investment that will be required across the estate. The biggest challenge is that the move to electric vehicles is moving faster than the estate's ability to respond.

Mr Coletta closed his presentation by thanking the entire Langdale team for the dedication and support they have shown him over the last year and a half. He stated that the team really do get passionate about Langdale and regard Owners as part of their family. It is for this reason that the conflict and the anxiety that has been experienced has been really felt by them because they just want to do the best by you.

He then handed back to Mr Hamilton to open the LOC AGM.

Mr Hamilton welcomed everyone to the 39th Annual General Meeting of the Langdale Owners' Club, introducing himself and the members of the committee, the elected members are Kit Bird and Paula Gorst and the nominated members are Michael Coletta and Ian Murray along with the other

people who were supporting the AGM; Anne Durnall, Sarah Spencer, Dan Visser and Jonny Winter who is managing all the technical issues in the background. He thanked all of them for their efforts.

He then outlined the running order of the AGM and anticipated the AGM finishing at 1:30pm

Before starting the formal part of the AGM, Mr Hamilton asked Mr Bird to make a short presentation on the surrender scheme trial.

Mr Bird began by summarising the plans for the Langdale surrender scheme presented at the 2019 AGM. The scheme is primarily intended to provide a safety net for people who might have concerns about the future of ownership or who feel they have no other way of disposing of their weeks. Due to the COVID pandemic the scheme was not launched at the 2020 AGM as planned but had started on a trial basis in July 2021.

The trial scheme is essentially the same as proposed in 2019. It is open to;

- Surviving co-Owners/heirs of recently deceased Owners
- Bankrupt/insolvent owners
- Owners where long-term illness prevents visits to Langdale

Applicants must surrender all their weeks, not just some, and all management fee payments must be up to date at the time of surrender.

Applicants are also required to pay on surrender an additional year's management fees. It was always the intention for there to be such a charge for each surrender (in addition to the normal legal/transfer fees), this is in recognition of the Club taking on the Owner's liability for the management fees, potentially until the timeshare scheme comes to an end in 2062. So it is only fair to other Owners that the Club takes this charge.

The scheme is being operated by the management company, Langdale Leisure Limited, on behalf of the Club. To date there have been 21 enquiries and 3 applications for surrender have been accepted (covering 4 weeks in total), though they are still being processed. All of these surrenders are from owners with health problems, and all have been previously offered for sale. There was a suggestion at the 2019 AGM that we include a compulsory sale period prior to each surrender but this has not been implemented as in practice we see that all Owners are (or will be) trying the sales route prior to applying for surrender.

Surrendered weeks will be put up for rent and the proceeds used to cover the management fees on those weeks with any profit or loss being shared between the management company and Club. The market for sales and rentals of Langdale timeshare weeks is exceptionally strong at the moment so surrender levels are expected to remain low for the time being; this also gives us confidence about being able to rent out the surrendered weeks. However we don't know how long this market strength will continue.

We will be reporting further on the surrender scheme – with a clear summary of the scheme income and expenditure – in the 2022 LOC Report & Accounts.

Mr Hamilton then led the meeting through the formal business of the meeting.

Apologies received related to the meeting, the names will be recorded and published in the minutes of the AGM.

B. To consider and if thought fit, to pass the following ordinary Resolution:

1.) To approve the minutes of the last Annual General Meeting held on 1st November 2020.

The proposer for the resolution to adopt the minutes of the meeting, the last AGM meeting, are David Fairs, Lodge 12, week 12 and seconded by Gill Walker, Lodge 7, week 14.

The result was that the resolution was carried on a majority.

Votes Cast: For 749 Against 2

C. Matters arising from the minutes of the last Annual General Meeting held on 1st November 2020.

There were no matters arising from the minutes of the last annual meeting.

D. Report of the Committee

Mr Hamilton spoke to the report which had been circulated with the AGM papers and advised that he would not be making any additional comments although if there were questions, he would be happy to take questions in the question-and-answer session at the end of the formal business of the meeting.

He did however wish to address a few points and did so as follows:

I would however like to make some comments dealing with a few of the bullet points that I've put on the screen here. The first one being to deal with the impact of Covid over the last number of months. I would like to thank the whole Langdale team for their commitment and professionalism in dealing with the Covid-19 emergency. In addition I wish to commend the team's flexibility and creativity in adapting to ever changing circumstances often day by day, week by week but mostly minute by minute. So I would like to thank them all for taking the initiative and, on occasions, leading from the front and doing the thing that they thought was best at the time because it was very difficult to consult a large group of people to make the decision collectively. So, I would like to thank them all even though, on some occasions the decisions were difficult to make.

I'd also now like to notify you of a Club rule change. This is not particularly fundamental but it really it impacts the way in which our insurance rules are applied. The detail of the rule change is set out in this year's report and when you see it you'll realise that I'm not going to go into detail as to what it means, but in general, to summarise it, it removes an anomaly related to the insurance excess limits when applied to those accidental damages or damages that are caused that sit in the gap between what could be classed

as being a small expense and a large expense, and it's just where that excess limit is and how that's dealt with, so I hope you all understand why we've made the change.

Finally, I'd like to move on to the members' support and by support, I mean for both the committee and for the team at Langdale. I'd like to thank you all as a membership for your continued support and patience during the Covid-19 emergency. As it has been said before, it has been one of the most difficult operational activities I've personally been involved with in my 40-year career in business and certainly I never expected to be dealing with something quite as traumatic as this as a committee member of Langdale Owners' Club. But, your committee and the team, I think, has stepped up to the challenge and with your understanding and continued support we will continue to manage the situation as best we can. My thanks also go to fellow committee members and to the Langdale team, specifically in the level of the increased activity they have experienced at committee level during the emergency. In particular, responding to critical developments, which often happened at short notice and certainly weren't restricted to normal business times of the day. In particular, some of the difficulties caused for us by the government and the late decision making of the government was extreme and I am sure there are many members who suffered the consequences of some of the decisions that were being made by the government at the last minute. Finally, as you are all aware, the Covid emergency continues to persist, however our focus will continue to be on your safety and the safety of the team to ensure our focus on bio security and to safeguard all the Langdale teams and yourselves when you are at Langdale.

E. To consider and if thought fit, to pass the following ordinary Resolutions: -

Mr Hamilton then moved on to resolutions number 2 & 3.

2.) To receive, approve and adopt the Financial Statements for the year ended 30th April 2021 together with the Report of the Committee and Auditors.

The proposer was Andrew Collier, Lodge 29, week 42 and the seconder was John Roughton, Elterwater 2, week 8.

The resolution was carried by a majority.

Votes Cast: For 752 Against 1

3.) To re-appoint Scott & Wilkinson LLP as Auditors of the Club and to authorise the Committee to fix their remuneration.

The proposer was Brenda Dearden, Lodge 21, week 35 and Gill Collier, Lodge 29, week 42.

The resolution was carried by a majority.

Votes Cast: For 751 Against 2

Mr Hamilton then handed to Mr Bird for the next resolution

F. To consider and if thought fit, to pass the following ordinary Resolution: -

- 4.) To re-elect Ian Hamilton as a member of the Committee of the Club who has offered himself for re-election in accordance with the Owners' Club Constitution and has agreed to stand.

The proposer was Karen McWilliams, Lodge 37, week 49 and seconded by Gill Hamilton, Lodge 37, week 50.

The resolution was carried by a majority.

Votes Cast: For 753 Against 3

Mr Hamilton, having stepped back into the Chair, then asked Mr Bird to introduce a short video which relates to an activity that the Club supports in the local area.

Mr Bird introduced the Aspiring Leaders Programme which, together with Our Man at the Top, is one of the two good local causes which Owners can support when paying their maintenance fees. Based at the Brathay Trust in Skelwith it is aimed at 19-32-year-olds working in the voluntary and community sectors in Cumbria and North Lancashire who have not previously studied at university. They complete a 3-year degree course in Social Enterprise Leadership awarded by the University of Cumbria which combines formal academic teaching with experience learning and personal mentoring. The aim is to help them develop their skills so that they can make a positive impact within their local communities.

As it was not possible for students to attend in person at this AGM (as originally hoped) a video was then shown giving a flavour of what has been achieved so far. This video can be viewed on the Club's website, as part of the AGM video.

Mr Bird concluded by thanking everyone who has contributed to supporting ALP.

Mr Hamilton addressed the meeting and thanked everybody for re-electing him to the committee to serve the members.

G. To transact such other business as may be properly transacted at an Annual General Meeting.

Mr Hamilton handed over to Mr Visser who would coordinate the question-and-answer session, from both people in the physical meeting and those online.

Mr Visser reminded those online that they should use Q&A function within Zoom. He also advised the meeting that the pre-submitted questions and the relevant answers had been published on the Owners' website, under the tab that says AGM.

A question was raised in the room from Mr Earley, Lodge 82, week 52 who was not satisfied with the answers to his pre submitted questions. Mr Visser suggested that this could be discussed after the meeting with those present from the Committee and Mr Earley was happy with this.

There were no questions posted via the Zoom Q&A function, therefore Mr Visser handed back to Mr Hamilton to close the meeting.

Before formally closing the meeting, Mr Hamilton took the opportunity to thank Mrs Gorst and Mr Bird for their attendance and everyone for their participation.

He then announced that the next AGM will be on 06 November 2022.

Meeting Management was delivered by:	Mrs Anne Durnall:	Voting Validation
	Mr Dan Visser:	Meeting Co-ordinator
	Mr Jonny Winter:	Meeting Technical Support