

Minutes of the Annual General Meeting  
19<sup>th</sup> December 2023 at  
Charles Hunt Room, John Mackintosh Hall, Gibraltar

**Directors**

Louis Russo (Chairman) (LR)  
Jackie Sciacaluga (JS)  
Nick Pitaluga (NP)  
Charlie Debono (CD)  
Derek Moreno (DM)  
Marilys Azzopardi (MA)

**In Attendance**

Dave Anderson of Advanced Property Care (DA)  
Francis Martinez of Advanced Property Care (FM)

**Apologies**

Jackie Anderson of Advanced Property Care

**Proxies**

Apt 12 Mountview appointed Apt 11 as proxy  
Apt 3 Cornwallis Tower appointed Apt 12 Cornwallis Tower as proxy  
Apt 13 Blackwood Tower appointed Apt 14 Blackwood Tower as proxy  
Apt 12 Collingwood Tower appointed Apt 9 Collingwood Tower as proxy  
Apt 10 Collingwood Tower appointed Apt 9 Collingwood Tower as proxy  
Apt 11 Collingwood Tower appointed Apt 9 Collingwood Tower as proxy  
Apt 18 Barham Tower appointed Apt 24 Cornwallis Tower as proxy  
Apt 21 Cornwallis Tower appointed Apt 24 Cornwallis Tower as proxy  
Apt 22 Cornwallis Tower appointed Apt 24 Cornwallis Tower as proxy  
Apt 19 Cornwallis Tower appointed Apt 24 Cornwallis Tower as proxy  
Apt 9 Cornwallis Tower appointed Apt 24 Cornwallis Tower as proxy  
Apt 13 Cornwallis Tower appointed Apt 18 Cornwallis Tower as proxy

**Introductions, Establishment of a Quorum and Director's Report**

LR addressed the meeting and thanked everyone for attending. It was agreed the quorum of members was present and the meeting began.

LR informed the meeting that he and CD were standing down as directors at this meeting having informed the Committee of their wish to do so earlier in the year.

LR summarised the current state of affairs with the bridges, a contract that was beset with significant delays which have caused the management company additional costs which they are now attempting to recover from the contractor with the help of legal advisors. The original contract was brought to an end because of unfinished works, and the contract administrator, Mr Francis Massetti, has prepared a list of items that need to be finalised in order for the works to be completed so that the bridges will be finished over the next few months.

LR reported that the intercom system encountered a delay with ensuring that access to Victoria Tower was available. OSG are now working on the cabling for the gate by the bin room and installing entry panels at ground floor level in the towers and then programming fobs. Once this is complete, fobs will be issued to owner and the system can go live. The gate by Penny House will remain on a key system but to enter the rest of the estate will be via fob.

With reference to the leaks in the garages, LR explained that work has been ongoing for some time to investigate and deal with the causes of the leaks. As a result of many years of lack of maintenance, the drainage pipes were very dirty and needed unblocking and to be cleaned out. This has been done as well as sleeving works to some of the drainage pipes to exclude any potential leaks from these. However, there continue to be leaks which could come from numerous sources. There is now a programme being created to set up rerouting of pipes to individual maisonettes to try to repair leaks while reducing the amount of intrusive work that would need to be undertaken.

LR explained the difficulties being experienced with the NatWest Bank in terms of changing signatories, obtaining bank statements and obtaining online access to the estate accounts. This has been the reason for the delays in passing information to the auditor and for the accounts being prepared and being issued in a draft format. Committee now has an application for an account to be opened with the Trusted Novus Bank. It was noted that the accounts for 2022 are ready to be audited except for the issuing of the opening balances in order to be able to complete the year's reports.

LR also explained that there were landscaping works carried out during the year in order to limit tree growth at the retaining wall because of concern that the roots would cause damage to the wall.

The retaining wall will be a matter that needs to be discussed with Government as part of the negotiations for taking on the estate's Head Lease. This led to a discussion on the importance of ensuring that the retaining wall is in good condition at the handover of the Head Lease if responsibility for the wall is to be passed to the management company. LR confirmed that Committee had held a meeting with the Chief Minister and with LPS and they confirmed that the retaining wall is part of the Brympton Estate. Having the Head Lease will increase the value of properties as the extension to current leases by fifty years can be passed on to members. However, it was considered important to ensure that the retaining wall is surveyed and its condition determined prior to accepting the Head Lease, with guarantees and risk assessments requested from Government and take out an indemnity insurance policy in respect of the wall. It was agreed that an independent survey should be obtained.

LR also noted that there has been discussion on the estate with regards to the work on the balconies and proposals on cladding. A survey had been carried out on the balconies and it was found that 44 balconies require urgent work. Committee then decided that it would be better to take the opportunity to work on all the balconies and seek proposals on the balustrades. This has resulted in the creation of three options: to refurbish existing balustrades; to install new galvanised steel balconies and thirdly to install glazed balconies. This is in the pipeline for the near future. The committee has now explored the possibility of soft loans in order to raise funds for works which are eventually agreed, and has also considered the possibility of improving the facades such as cladding or rendering solutions.

LR agreed that questions raised on these matters will be addressed at Any Other Business.

### **Approval of the Minutes of the Minutes of the AGM 2022**

DM proposed that the Minutes be Approved. This was agreed by all present and the Minutes approved.

### **Accounts for the year 2021**

LR explained that these were in draft form and prepared by P K Canillas. It was explained that these have been chased for some considerable time but as was stated in the Chairman's report, there were reasons associated with lack of information from the bank as to why these had not been finalised earlier.

It was proposed that the actual audited accounts be presented in an EGM as soon as these are produced. This was agreed by members present.

### **Appointment of Auditors**

This is to be presented to EGM with the Accounts for the Estate's decision.

Further to a question from the floor, it was clarified that Hugh Drummond was no longer an accountant for the management company nor the audit. While he had been appointed at the last AGM to work with AMS, neither Mr Drummond nor AMS took up the audit and therefore a new auditor had to be selected. Committee had to take the decision to do this post the last AGM. It was suggested that the membership should have been informed of this change at an earlier stage, and a further suggestion was made that points of this nature could be added to newsletters.

### **Motions**

- 1. That the members of the Committee may meet either in person or online and every member who shall so attend any meeting shall vote and be treated in the same way as any other members, notwithstanding their chosen mode of attendance at such meetings.**

The matter of online meetings was discussed in detail. The benefits of this to encourage and facilitate participation in the committee were pointed out, and it was affirmed that this relates to committee meetings specifically. It was proposed that the motion be reworded to specify "any meeting of the committee" so that it does not necessarily include third parties such as contractors. The disadvantages of online meetings were also discussed and these included difficulties with connectivity, quality of sound and possible breaches of confidentiality or privacy. It was noted that every committee member should be bound by confidentiality and ensure that if they are online, that there is appropriate privacy for the matters discussed at the meeting. Technical issues can be overcome and there should be appropriate IT systems in place with proper equipment and this will require some spend. The motion was put to the vote with the provision that where possible members meet face to face but where this is not possible the option to join the meeting online should be provided, with appropriate technology and infrastructure such as wifi and a computer in the estate office.

The motion was put to the vote and a majority of members approved. The motion was carried.

- 2. That the Committee shall provide no later than 14 days after any meeting of the Committee a copy of the Minutes of that meeting to any member of the Company who shall request a copy thereof, such Minutes being edited to anonymise, to the extent required by law, references to the personal affairs of any particular member of the Company,**

During the discussion it was noted that some information exchanged in committee meetings did involve data which needed to be kept private and it was agreed that any items in the minutes relating to private information would be redacted.

The motion was put to the vote and there being a majority in favour, the motion was carried.

- 3. That the Committee shall within 90 days of the date of this resolution instruct a qualified person to inspect the ducts within the Estate for the purposes of assessing whether any of them constitute a fire hazard, or might affect the validity of the insurance held by the Company, and, in particular, to take professional advice as to the integrity and smoke- proofing of the sealing of the ducts at each level of each of the towers.**

Concern was raised that there should be a fire proof floor in each of these risers but that this may not be the case and the question was asked whether these could allow fire to travel upwards through the building. Beside being hazardous, this could also negate the building insurance. LR asked members to note that these risers are the property of the estate and not of individual owners and that no-one storage of personal items in these risers is not permitted.

It was agreed by members present that this motion should be approved.

- 4. That a copy of the Policy of Insurance held by the Company in respect of the Estate be provided to any member of the Company who requests a copy.**

Committee noted that this is already in practice and therefore the motion was approved. Comment was also made that if anyone had asked for a copy and had not received one, they should contact APC and they would ensure a copy was sent.

- 5. That before the Committee enters into negotiations for, or agrees to pay, any expense or cost which will or might be in a total sum of £30,000 or more, then the Committee shall circulate in writing to all of the members of the Company details of any such proposed expenditure and shall obtain a written vote from majority all those members of the Company who shall reply to such written proposal, and all members of the Company shall be given not less than 14 days to receive, consider and reply to any such proposals as may be circulated by the Committee.**

Detailed discussion took place as to the wording of this motion as Committee expressed concern that if urgent work was required for health and safety reasons that this motion could cause a delay which could result in Directors being liable for a negative outcome of the delay in implementing works.

Members agreed that in principle Committee would arrange for members to have a vote for expenditure over £30,000 but the wording of the motion would be altered to allow for urgent works and avoid any liabilities to Directors as a result of delaying such urgent works.

While the motion was reworded, a question was asked as to what work the estate caretaker carries out as in his view, the caretaker does very little and spends time talking to contractors and carrying a broom. DA explained the caretaker has a schedule of routine tasks and as part of that he also has other maintenance tasks to projects to carry out each day, for example, the painting of communal areas, replacing light / light bulbs. He also frequently has to attend to leaks around the building and is on site to have an overview on the work of contractors hired by BML. On the whole he is considered to be a good worker and very helpful to all members of the community.

A question was asked about the estate cleaning contractors, Mediterranean Cleaning and at what times they attend the estate as it has been observed that the operative sometimes does not turn up until 10am. LR assured the meeting that this would be monitored.

A question was asked as to whether the postal address was still Mailbox 22 Cornwallis Tower. Committee said that this was the case. It was noted that AGM paperwork had to be returned via APC and APC's offices. It was further noted that most AGM papers had in fact been received in email from by APC.

The motion, reworded to ensure that Committee has discretion to approve expenditure beyond £30,000 without reference to the membership only on urgent matters that could create a liability for directors or the management company was approved unanimously.

**6. Clarity was asked on who owns the store by the bin room at the entrance of the estate. Is it owned privately, and if so are service charges being paid on it? If it is not owned privately, can it be used for the community?**

LR explained that the Committee is currently researching this and at this stage it does not appear that service charges are being paid on it. The Committee is therefore liaising with LPS to find out and assured the member that this was an ongoing project for the estate.

Mr Tom Phillips, a lawyer, whose firm represented the lessee in the assignment stated that this property is privately owned and has nothing at all to do with the management company. This view was noted and will be taken into consideration as part of the ongoing investigation.

The remaining motions offered were in the form of questions and the member raising these was asked to raise them under Any Other Business.

### **Election of Directors**

LR explained that the current directors were all standing down. He and CD were not seeking re-election. Those nominated, seconded and willing to stand for election were as follows:

Mr Derek Moreno  
Mr Nicholas Pitaluga  
Mrs Jackie Sciacaluga  
Mrs Marilys Azzopardi  
Mr Colin Charlton  
Mr Jim Watt

It was observed that the Committee of directors were able to co-opt others onto the committee and these co-opted members could then be confirmed in their positions by vote at the next AGM.

A member asked what benefits were being received by Directors including financial benefits. It was explained that directors receive a £200 per quarter discount from their service charges and in return they take the responsibility of running the management company and managing the estate, including attending regular meetings and meeting with contractors, consultants and others.

Representation of blocks and maisonettes was also discussed and the following were nominated from the floor to represent the maisonette owners and become part of the committee:

Mr W Schembri  
Mr D Martinez

The nominees were put forward for election and voting held.

All were confirmed as new members of the Committee by majority vote.

The new committee having been elected, Mr Charlton took the Chair for the rest of the meeting.

LR commented that the committee needed community support and encouraged members to become more involved with the work of the committee.

### **Any Other Business**

With a new committee in place, the meeting was opened up for further questions.

**Q. A member asked if a budget had been set and would Committee consider it is now time to use some of the reserves to improve the state of the buildings and would service charges need to increase.**

LR noted that the estate has had to redeem £50,000 of the reserves earlier in the year in order to meet costs. There are still funds held in reserves which are divided proportionately into reserves for Towers, Maisonettes and Garages. Some of these funds have provided the fob door entry system and gates that are now nearing completion. Once ready, each of the apartments would receive two fobs and any additional fobs needed could then be purchased. The garage remotes would not be changed.

**Q. A member asked what was happening with all the leaks being found on the estate especially with the leaks into the upper garages from the maisonettes.**

It was explained that the tracing of these leaks, which have a number of different sources, have steadily been traced to the supply of water to maisonettes, via the hot water circulation system. The Committee is now working with contractors to prepare to re-route the relevant pipes externally to the maisonettes to avoid having to dig out pipes from the concrete floor slab while addressing the leaks. There is some work still to be done as there may be various pipes that are leaking so there continues to be a process of investigation under way.

**Q. CC pointed out that he had raised the matter of some building items having been dumped in Brympton land apparently by an owner from Old Brympton Close, but that this had not yet been resolved.**

DA offered to meet up with CC to have a look at where these items had been left and begin work to arrange its removal.

**Q. A member asked where matters stood with the court case.**

LR explained that the committee was still waiting for Mr Chris Brunt, the lawyer in charge of the case for BML to update with information on costs. So far a contribution to costs of £20,500 had been made but the matter was not yet fully resolved. The judgement had been that BML had allowed the building of the patio in the past and therefore the owner would not be obliged to remove it.

**Q. A member pointed out that 1 Blackwood Tower was derelict and in a very poor state. Are the overgrown weeds damaging the drains?**

It was pointed out that the owner is GRP and that the condition of the property has been brought to their attention and would be checked regularly from the outside. The weed growth will also periodically be brought to GRP attention.

**Q. A member asked why the lower verandah is not swept.**

DA was uncertain which area as alluded to and would visit the estate to check.

Comment was made on items in the garages. These need to be cleared as storage in the car parking spaces is not permitted except in storage cabinets. This has to be addressed as the estate's petroleum licence is otherwise compromised and it is a legal obligation to meet the petroleum licence obligations.

There being no further business the meeting was brought to a close.

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