



**SPECIAL GENERAL MEETING OF
LOS CLAVELES CLUB MEMBERS
HELD AT HOTEL GRAN COSTA ADEJE, TENERIFE
ON THURSDAY, 28TH NOVEMBER 2024**

As Chairman, Ana Martín thanked those present for their participation, which she said was very important. She felt it was easier to understand what was happening at Los Claveles when meeting in person, rather than through communications. She also thanked all those who had participated via proxy.

1 APPROVAL TO RECORD THE MEETING WITH ALL RECORDED MATERIAL REMAINING IN THE FOUNDER MEMBER'S CUSTODY

The Resolution was passed with 1,908 votes in favour and 11 abstentions.

Mrs Martín then introduced the top table:

Santiago Franklin	- Financial Director at WimPen and Founder Member Club Los Claveles (representing Founder Members as WimPen Leisure Management)
Ana Martín	- Area Coordinator for WimPen Resorts and Founder Member Club Los Claveles (representing Founder Members as WimPen Leisure Management)
Luis Martín	- WimPen's Lawyer
David Mena	- Deloitte's Lawyers
Andrea Delgado	- Deloitte's Lawyers

Ana Martín explained that Deloitte were attending to record result and validity of the voting; they were an external company not associated with WimPen. David Mena confirmed they were an independent third-party observer and could not represent any of the members present. Christopher Allen of Hutchinson Trustee was there as an observer and to represent Hutchinson's support to the owners. In the meeting of 27 September 2024, Hutchinson issued a statement to all Club owners, anyway he would not be participating in the SGM.

Luis Martín thanked owners for having him present and clarified that the day before Mr Fletcher had communicated to all owners telling them there was an injunction and that a Court in Tenerife had ordered the suspension of the SGM; that order was received on Tuesday, so they submitted files to the Court on Wednesday and that morning they had received confirmation that they could hold the meeting. Members could therefore rest assured that the meeting was being held legally. He added that in any case the threats made by Mr Fletcher to owners about their attendance were incorrect as only WimPen would have been affected by the injunction. Ana Martín thanked Luis Martín and the other lawyer Eugenia for their efforts in enabling the meeting to go ahead.

Ana Martín continued that at the meeting on 27 September 2024 it was approved by the owners for the Founder Members to call the Special General Meeting, which was well received, with the majority of owners approving that the meeting should go ahead, in order to suspend the Committee and to elect new Committee Members at the current meeting. They wished to resolve all the issues and ensuing costs in order to spend money on the resort, not on court cases. It had been nearly eight years of conflict. A lot of court cases had been held, the costs and expenses of which had not been paid because Mr Fletcher takes proceedings to court as President of the Club. The most recent case he had put forward was against Hutchinson, which up to now had cost the Club nearly 40,000 euros so far, and one of the important resolutions on the agenda was to stop the court case proceeding. This was why she thought it was important for Club members to participate in meetings and asked if there were any questions that needed clarifying, which there were not.

2 PROPOSAL TO SUSPEND THE CURRENT MEMBERS OF THE CLUB COMMITTEE

The proposal was to all suspend the current Committee, composed of Mrs. Ann Burston, Mr Walter Farquhar, Mr. Terence William Smith, Mrs. Carol Parkinson and Mr. Albert Fletcher, and for no members or advisers to be recognised, such as Raymond Steele/others. A new Committee would be elected during the meeting.

The Proposal was passed with 1,893 votes in favour and 26 abstentions.

3. ELECTION OF NON-PERMANENT MEMBERS OF THE CLUB COMMITTEE

Ana Martín said that after the meeting on 27 September 2024, they had sent a notification to all owners, asking if they would like to stand as Committee Members. They had four candidates, out of which one would be elected as the President and two Committee Members, as per the Constitution. The Committee would then be the President, two Committee Members and two more Committee Members appointed by the Founder Members.

Luis Martín confirmed this and clarified that the President would be elected by the Committee.

The candidates were:

- a) Roger Barrow – he said that many owners would know him as President of the Development Owners Association, which he had been doing for seven years, during which time he had faced an onslaught of abuse and intimidation. However, he was keen to continue to ensure that what they have is the best possible resort with the best possible facilities for owners. He had been working towards this as the President of the DOA and would like to continue this work as a member of the Committee. He therefore hoped that members would support him.
- b) Keith Lear – had arrived the day before to attend the meeting but was unable to since his wife had become very ill. His statement was included in the meeting documentation, which Ana Martín summarised as follows: ‘He had been an owner for 20 years and had worked with Mr Barrow on the DOA. He is a retired technology manager from the UK, working in banking groups, where he had a lot of experience running projects and programmes of work, which would make him effective for the role of Committee Member. He had a lot of experience communicating with stakeholders.’
- c) Marilyn Fry – said she had put herself forward for the Committee to listen to the owners and liaise with WimPen because she felt owners had not been listened to for a while. She had explained in the documentation that they had been owners since 1995 and knew a lot of owners there who had been owners from the beginning, who knew a lot of the history of the resort. She would be delighted to be voted on to the Committee. *(Applause)*
- d) Caroline Holman – was not present but had also proposed herself as a Committee Member, as per the meeting documentation. She had been a member for more than 15 years. She manages a small property portfolio in the UK with her husband which she felt provides her with an understanding of keeping proper records and maintaining property in good order. She wants to be sure that Los Claveles continues to remain lovely and friendly, and she has many friends on the resort. They have four children, and she would also like to be part of the Committee.

There were 1,867 votes in favour of Mr Barrow; 1,885 votes in favour of Mr Lear; 1,829 in favour of Mrs Fry; and 164 votes in favour of Mrs Holman.

Therefore, elected Members of the Committee are Mr Barrow, Mr Lear and Mrs Fry. *(Applause)*

Ana Martín congratulated the Members and said they had a lot of work to do.

4. WITHDRAW THE COURT CASE CARRIED OUT BY CLUB LOS CLAVELES AND MEMBERS OF THE CLUB COMMITTEE AGAINST HUTCHINSON TRUSTEES LTD (AS CLUB LOS CLAVELES TRUSTEE)

Ana Martín said that at the meeting on 27 September 2024, it was already ratified not to change the Trustee. The court case had arisen because Mr Fletcher wanted to change the Trustee; neither had the owners approved changing the Trustee. Therefore, Mr Fletcher took Hutchinson to court. Although the

majority of owners ratified at the meeting of 27 September 2024 that they do not want to change the Trustee, they asked that under the newly elected Committee they require that the court case against Hutchinson is withdrawn, which is costing the Club a lot of money (40,000 euros so far), which, if continued, could become very high.

Luis Martín clarified that at the Open Meeting, Hutchinson explained that had estimated the cost at £100,000, and they were trying not to allow the case to accrue more cost and were therefore trying to stop it. He said this was for two reasons: a majority of the owners want Hutchinson to remain as Trustee; and the Club cannot carry all the costs involved. He confirmed that FNTC had been removed and appointed Hutchinson and now Mr. Fletcher had tried to appoint a company he had relation with to become Trustee. He added that the role of the Trustee is very important, in that not only do they own the properties in trust but also always support the wishes of the majority of owners. They therefore needed to have the case withdrawn by the Court in order for Hutchinson to remain as Trustee for the Club, as per the wishes of the owners.

Ana Martín referred to the fact that the costs were coming out of Club funds, and they could not plan refurbishments for the following year as a result; if the case goes ahead, they need to provide for the court costs, so it was important that it was withdrawn.

Ana Martín said they had always said the decision needs to be made by all the owners, not three or four people on the Committee, which is why it is important that everyone is allowed to participate at meetings and stand as Committee Members so that what they do is for the majority of owners.

Ana Martín clarified that Minutes of the meeting shall be published and owners could also always contact the Founder Members of WimPen.

Ana Martín also clarified that after the meeting of 27 September 2024, a letter was sent to everyone on 14 October 2024 asking every owner if they would like to stand as part of the Committee, and she said that included Mr Fletcher, who had not proposed himself.

The Resolution was passed with 1,903 votes in favour and 16 abstentions.

Ana Martín said this proved that the majority of owners want to end the court cases. It was asked whether they could now allow the other cases to be cancelled. Ana Martín said this specific meeting was to withdraw the court case against Hutchinson, but they will try with the new Committee to suspend the rest of the court cases, since they are being represented as Club Los Claveles. Their lawyers would need to work on how to present the position. Request for removal of the Hutchinson court case would be made in Edinburgh, where it is being held.

Ana Martín asked if there were any further queries.

It was asked how they could recover the money that Mr Fletcher owes. Luis Martín said it was a good question. As Ana Martín had mentioned, they have arbitration court cases in England that equate to more than £300,000 in favour of WimPen. This was explained at the Open Meeting in September, that the Club supposedly owe the money to WimPen. However, he wanted to point out that Mr Fletcher always acts as the Club Committee, never as himself personally, and that although the five members of the Club are named personally in the case against Hutchinson, it would not be easy to collect the money from them as they present themselves as acting as the Club.

Ana Martín asked if there were any more questions.

Another owner said the question was what WimPen were doing about it, on behalf of the newly elected Committee. Luis Martín confirmed that WimPen would follow the instructions of the elected Committee. Ana Martín said that the Committee would meet, to decide what steps they need to take.

Ana Martín said that Mr Fletcher had always accused WimPen of wanting to take over the resort, which is not the case; they could have recovered the £300,000 owed to them if so, which is not what they want, because they want the resort and the owners to continue. In all these years of dispute, court cases have been paid by WimPen, not the Club. They want to make sure the Club do not pay any money and the only way to do so is to change the Committee, as they have done.

An owner asked what was happening with the music licence. Ana Martín said that music used to be in the upstairs lounge, which can be closed to reduce noise, although the owner said the doors were never closed. She said that Stacey had moved the music to downstairs and although there did not seem to be any problems, the police had appeared three times. She does have a licence from the SGAE (General

Society of Authors and Editors) as do the musicians. Ana Martín asked the police what the issue was, which was denounced by a neighbour due to the volume; they said if they are called again, they would take measuring equipment. Downstairs is an open space, where music is not allowed. Mrs Martín had explained to Stacey that music should be kept upstairs, keeping to 40dB at night and 60dB during the day, closing the windows to ensure there are no problems. The reason the volume has been too high is because it has been played through the musicians' equipment. An owner asked if the doors could be left open if the volume is within limits; however, the area creates an echo chamber in the neighbourhood, which is where they will measure the volume, and Mrs Martín said if the doors are kept closed there would not be a problem. An owner said in that case they would need air-conditioning. It was noted another venue, Sunset Bay, have outside music, but they Ana Martín pointed out they may not receive complaints. In answer to an owner, it was confirmed that music had not been limited to particular nights, although the licence was for three days; any more would need to be paid for, which is quite a lot of money; includes the TV and radio. The owner was concerned that they needed to encourage people to attend; Ana Martín said that there was no problem if it takes place upstairs. She also said they were helping as much as they could, such as paying for the licences, but other issues need to be complied with. Music had not been played downstairs previously, which had originated due to Covid.

The owner thought they were also not aware of a lot of things that were going on and wondered if they could have an owners' meeting once a month, even though some people would not be able to attend them all; he thought this was better than via Facebook. Ana Martín suggested that now they had a new Committee they could send out more newsletters, etc. about the resort. She felt the need for information was more to do with what was being done to the resort, such as which villas had been done, what the plans were, what was happening in reception, etc.

Roger Barrow said there was an open website called www.LosClaveles.eu which gives information about what is happening at the resort, and he does try to send regular newsletters. He said owners were also welcome to contact him at any time, especially if they need help with anything.

An owner suggested an email address being supplied for questions to be responded to rather than Facebook, which not everyone uses it. Ana Martín agreed and said that they would send a letter with the minutes regarding the contact details of the new Committee Members.

Ana Martín said she thought it had been a very useful meeting, especially as owners were asking more questions, and thanked everyone for attending.

The meeting was closed at 11.30 a.m. to applause.