



Minutes of the Annual General Meeting 2024

Monday 18th November 2024

At Middleton Sports Club

Committee Members present:

Martin Burrell (MB) - Chair, David Currie (DC) - Vice Chair, Colin Williams - Treasurer (CW), Marese Hollands (MH) Secretary, Nick Hollands (NH), Susan Burley (SB), Margaret Martin (MM), Roland Jervis (RJ), Gill Tuson (GT), Wendy King (WK), Paul Chandler (PC)

1. Welcome

M Burrell welcomed those present to the meeting.

43 properties were represented

2. Apologies for absence

Properties - 27

Proxy Votes - 4 (1 against proposals 'MOSA a time for Change' and 3 in support')

MB gave a reminder to the meeting that - Voting at the AGM was as per the constitution page 17 of 19

General Meeting - Section 25

1. Subject always to the provisions of Rule 21 and this Rule, every member who is present in person or by proxy shall be entitled to vote at a general meeting.
2. In circumstances where two or more members live at the same address only one of them may vote at general meetings

3. To Approve Minutes of 2023:

Three matters arising - all completed.

Proposed by P Kuszka

Seconded by J Dunn

Unanimously Agreed

4. To Approve Accounts & Balance Sheets the Year ending 31st December 2023

Proposed by M Martin
Seconded by C Woolley
Unanimously Agreed

5. To re-elect Auditors – Adams Beeney Ltd.

Proposed by N Hollands
Seconded by E Burrell
Unanimously Agreed

6. Chairs Report

MB stated that Members of the Association will be aware that the United States have a “state of the union address” on the current condition of the nation, and this presentation, whilst not as grand, will attempt to reflect on the current position of the Association, identify the problems facing it and suggest potential ways of “futureproofing” the organisation and underpinning the status of the wider “Sea Lane Estate”.

a. The legal position of the MOSA

This part of the meeting is by way of a reminder to residents and members, of the legal position of the Association and the requirements placed upon it and this will be covered later in the meeting. However, you will not need reminding that MOSA is a voluntary organisation, that is volunteer led and this work is at no cost to the Members and residents of the wider Middleton on Sea estate. The policies and procedures it has in place are consulted on and implemented after the direct agreement of the membership at its AGM’s. However, it must be stressed that MOSA cannot operate in isolation, and we must act within any laws that are imposed upon us, either in an organisational sense or, crucially, as a landowner.

The Association, as you will know, owns assets through trustees appointed by the Association. These assets include, the roads, twittens, roundabouts, verges and the Greensward and therefore it must ensure that it complies with all the responsibilities as a landowner, especially in the areas of maintenance and its general “duty of care” to all people using our facilities, including those members of the general public.

Over the past year we have been faced with a number of issues, in regard to land ownership and the relationship with those who use our, your, land. These issues have fundamentally now been resolved but the Committee is aware that there has been considerable speculation as to why certain actions were undertaken, but I can assure you all that this was undertaken as a direct result of legal and insurers advice. If you have any questions on any actions undertaken by the Committee then please contact one of us for the facts.

b. MOSA Land Issues.

We have become aware that the legal limits of the Association owned land may need to be reviewed and updated and the documentation revised as a result. We have instructed solicitors, and they are currently undertaking this review.

c. Sea Lane Project

At the last AGM, we discussed the whole issue of Sea Lane and the way the road “presents” itself to both residents and visitors. During the year we have had two major discussions with West Sussex County Council Highways department and developed a project plan for their consideration. The plan embraces a number of issues including the clearance and jet washing of cross drains outside the sports club, verge clearance, a planting programme, removal of fences and trees overhanging the roadway and the provision of double yellow lines to reduce illegal parking.

I am pleased that the WSCC have understood and agreed all of our discussions and, whilst we must recognise, we are a low priority in terms of addressing these issues, some work has already been undertaken. We have offered to assist with volunteers and some financial support, but we do need to seek permissions from all authorities before we can carry out any work ourselves. These permissions are currently being applied for. Hopefully next year will see a better “street scene” in Sea Lane.

d. Greensward Boats

The Greensward has continued to be maintained to a high standard and the Committee appreciates the hard work of our contractor in maintaining the standards required by members and residents. The one ongoing issue facing the Association, is the ramp adjacent to the “central” beach huts with its continued problems of access and an inability on occasions to provide reasonable access to boat owners and residents/members wishing to cross to the beach without going over the shingle.

Despite two major shingle clearances, we have been unable to provide continuous availability mainly due to the problematic weather conditions we have experienced this year. This prompted a review of the arrangements, with a specialist advisor, for clearance and access, through a more “scientific” approach of shingle banking and “splaying”, together with potential alternatives for boat owners. Whilst we are not proposing a rerun of King Canute, we do believe that this may provide better options for next year.

e. Roads Review

An initial review of road conditions was undertaken by our Infrastructure lead, and he is attempting to source potential contractors. A request for volunteers was made and we have received some interest and will shortly be formulating the review group.

f. Defibrillator

The steel cabinet that was initially installed, unfortunately, although we had advice on the installation, deteriorated rapidly and recognising the rather unique conditions on the coast has now been upgraded.

g. Beach Huts Company

We continue our close liaison with the Beach Hut Company, who have introduced a number of policies and procedures to bring the administration of the facility up to date. Our thanks should go to John Bradshaw the outgoing Beach Hut Company chair for all the hard work he has undertaken during his period of office. We should also take the opportunity to welcome David Currie as the new Beach Hut Company chair.

h. Internet Connections

During the last few months, the secretary, Planning and Infrastructure leads and myself have been involved in the introduction of enhanced internet connections across the wider estate. This has involved various meetings and legal discussions with three companies, and we hope to see the benefit of those discussions shortly. Please note: -

- Completion of roll out of cables etc is estimated to be early next year.
- Companies then normally deliver flyers to advertise availability
- You can register interest on various company websites, who will then inform you when their service is available to residents.

i. Social

During the last year, we have initiated a number of Association "events" on the Greensward and here at the sports club. These have been a great success and we look forward to further social occasions next year.

My thanks must go to C Hales and his wife Sandra together with their various supporters. Many thanks. The meeting showed their appreciation.

C Hales took the opportunity to also thank everyone who attended and supported the events during the last year. He then outlined the following: -

Date for diaries are

- 22nd December 2024 – Carols for Christmas, to be held at the Middleton Sports Club. Drinks available from the bar and complementary mince pies and sausage rolls on offer.
- Simon Brett evening - date to be confirmed (similar to the Crime and Curry night held earlier this year)
- 8th May 2025 – Greensward event celebrating the signing of the 'Armistice'.
- Carols evening – Date to be confirmed for 2025

7. Approval/Ratification

b. Increase In Charges

MB sought approval for an increase in charges from £70 to £75

Vote - Unanimously agreed (47)

c. MOSA Driveway Widening And Verge Crossing Alterations

NH explained the reasons for the amendments and the reasons for the need for the £1000 bond. The bond is fully returnable if no damage to the road surface has occurred or if any damage has been rectified to a suitable standard.

C Stride asked for the addition of an arbitration section to be added in case of any dispute arising. KS stated this would need to be via an external surveyor, and it was agreed that this would be added to the Policy document.

C Woolley asked what would happen in the event the damage is on the opposite side of the road. KS explained money from the bond would be used to repair any deficient or obvious damage to the road, including any damage repaired by the property owner's contractor that is inadequate. Costs would be agreed and substantiated.

Vote - Unanimously agreed

Action: Arbitration section to be added to the policy (NH)

8. The Future Of The Sea Lane Estate – A Time For Change?

MB stated that before outlining the paper, he would place the three issues we are discussing tonight into some context for your consideration. We, the Committee, over the last few years, have attempted to meet the change of pace and expectancy of our audience both internally and externally. We have modernised and futureproofed the organisation to stand the test of scrutiny by other

organisations and members, even though some of our own members have registered concerns that we are far too corporate and we should return to our 'homely' roots.

Whilst we fully understand that view, sadly, the Committee and I believe that we are now at a crossroads and really cannot meet those particular wishes because our ability and scope to continue in the existing way is rapidly diminishing.

We are facing threats on a number of fronts, including

- Trustee exposure to financial and legal claims,
- Potential and threatened legal action against the Association,
- Our technical capability,
- Clarity of finances and budgets,
- Lack of volunteers/succession planning
- Sustainability in workload terms with the volunteers we have
- The need for the Association to protect and safeguard the area in which we live, in a far wider sense, than the ones in days gone by.

To that end we must address these issues because we, as your representatives, believe that there is no do-nothing option.

A. Incorporated Company

Why are we recommending this?

- Legal Advice – Trustees (owners of MOSA land) are not fully covered by the insurance policy for personal liability.

What are the Benefits of a Company Limited by Guarantee?

- A guarantee company is a separate legal entity from its guarantor which makes the company liable for its own debts.
- The liability of the members/ guarantors of a guarantee company is limited only to the extent of the guarantee provided by them, therefore, they cannot be held personally liable for the debts of the company.
- In order to seek funds and grants, a company needs to build trust and confidence amongst the government and other donors. Registering a company as a company limited by guarantee boosts the status of the company while adding value and credibility amongst the donors and government authorities

A MOSA Company Limited by guarantee would be a 'not for profit' organisation which means the company:

- Is legally separate from the people who run it
- Has separate finances from directors or members
- Has guarantors and a 'guaranteed amount' of any liability
- Invests any "profits" it makes back into the organisation

- The company becomes the owners of the land and removes the personal liability issue for trustees.

Questions received by email.

- Question from P Blake - Assuming that all house owners on the MOSA Estate became Guarantors, agreeing to contribute a set amount of money to the Company if it faces financial difficulties, would this be likely to affect the saleability and value of the property in the future?
- Answer - Although this issue will be for the detailed agreement by members, initial discussions have indicated that the amount set for any guarantor will be £1. There is no evidence, we are aware of, that suggests that this would influence the saleability and/or value of properties compared to other estates in the area.

Questions at the meeting.

- D Szynowski asked for clarification on the cost of setting up the company.

Answer - MB stated that it would be approximately £400 to set up. Auditors would be dearer, but insurance may be cheaper.

What are we asking the AGM to agree to?

- a) That members approve further investigation into the conversion of the Association from an unincorporated organisation to a company limited by guarantee.
 - Vote – For 46, Against - 1, Abstain 1.
- b) The outcome of that investigation is made known to members and specific recommendations made to an Emergency General Meeting (EGM) of the Association, on a date to be advised.
 - Vote – For 46, Against - 1, Abstain - 1.

B. Outsourcing

Why are we recommending further work to be undertaken?

- Working environment
- Committee run by volunteers
- Workload
- Difficulties in succession planning (Vacancies and volunteers)
- Technical capability
- Committee Members wishing to stand down or reduce workload

What has happened so far?

- Sub-Committee formed
- Sub-Committee concluded that outsourcing of certain functions to a Management Company was the optimal solution

- Initial discussions held with 3 companies to discuss capabilities and indicative costs
- Discussions held with other private estates to ascertain their approach/set up.

Questions received by email - Outsourcing.

Costs

- Question - P Blake - In order to make a judgement on the appointment of a Management Company it is essential that the costs involved per annum are made available. Can Indicative costs be made available?
- Answer – Indicative costings indicate it will be in the region of £2 per week/household (subject to detailed discussions).

VAT

- Question - D Szynowski – Will all MOSA fees and road charges then be subject to VAT (20%)?
- Answer – No, not subject to VAT

Roles and Responsibilities

- Question – P Blake - What would be the detailed roles and responsibilities for the Management Company and the “New” MOSA Committee?
- Answer - To be covered at an EGM if AGM agree.

Questions at the meeting.

C Mobbs asked, if agreed, would residents go straight to the company or to the Road Representative?

Answer - MB stated that detailed discussions have not been held yet, but the Committee would not like to lose the personal relationships developed with the Road Representatives. Would probably need a co-ordinator for the Road Reps.

M Sant stated that in his experience outsourcing does not always result in increased costs. Costs can be reduced as companies have lists of approved contractors and some work is by tender. Also, insurance costs are often reduced by using the company’s recommended insurer.

Melanie Jones stated that we would need the management company to attend Committee meetings, so that they can be held to account. MB confirmed that Hobdens would attend and if necessary, be held to account. They would also take minutes at committee meetings, but they would not have an official position.

CW stated that the sub-committee are aware of potential cost add-ons. One company would freeze their fee for two years. They also belong to a professional Association that places restrictions on how much they can charge.

MB stated that with fees held for two years, this would give MOSA the chance to review their standard of work. The feedback from the sub-committee has been very good.

CW stated it has to be the right company for MOSA. MB added standards need to be maintained and may in fact improve.

What are we asking the AGM to agree to?

- a) That members recognise and appreciate that the current workload of the Association, made up entirely of volunteers, is no longer sustainable without the support of a management company experienced in private coastal estate management.
 - Vote - For 47, Against - 1, Abstain - 0
- b) That members instruct the MOSA Committee to develop a [draft] final agreement with the recommended company and ascertain final costs for the provision of that service and present a recommendation to members to vote upon at an EGM on a date to be advised.
 - Vote - For 47, Against - 1, Abstain - 0

(the word 'draft' added by the AGM).

C. Single Road Fee – Background

MOSA Estate Management Charge covers all the other professional and contractor costs associated with the management of the wider estate, all of which have a direct or indirect impact on the roadway. These are:

- Insurance,
- Legal costs,
- Infrastructure,
- Twitten maintenance etc

Why are we recommending this?

- Confusion as to the "status" of the, so called, "MOSA membership fee" (Estate Management Charge) and is it enforceable?
- The need to clarify what this fee is being used for, and the benefits accrued by the Estate and all its residents.
- Questions from Estate Agents and Solicitors as to why we have two fees
- Government advice on the Government website
- Legal advice from CMS stating a single fee is enforceable.

What will change?

In essence nothing.

- Road fees will still be set by Road Reps/Committees.
- Central Costs will be still set by MOSA Committee and agreed by AGM.
- Single Fee will appear on all invoices tailored to individual roads.

Questions received by email - Single Road Fee

Legal

- Question - R Hills – What is the legal basis for the recommendation?
- Answer – Legal advice from CMS and legislation (Highways Act 1980) states that “frontages” legislation applies to all properties on the estate apart from those in Sea Lane, which is maintained by WSCC. Frontages for private estates are defined as the two sides left and right of the property to the middle of the road and are the responsibility of the property owner and this means property owners have liability. Where residents pay their Estate Management Charge, this liability is covered by MOSA’s public liability insurance. But in order to ensure that residents contribute and benefit from this, MOSA must have a policy in place, so that should the need arise it is legally enforceable.

MB emphasized that this was not however about enforcement but about MOSA having up to date robust policies. MB stated that should an incident happen for example in Middleton Road then WSCC would have to meet all the costs, and this is fundamental to what MOSA’s responsibilities are. MOSA has to meet all the costs for maintaining the roads and linked areas of the estate.

Setting of Road fees

- Question D Szynowski – Will each road still set and manage its own road charges and expenditure?
- Answer – This remains with the Road Representatives/Road Committees to set the fees.

Future of Road Committees

- Question D Szynowski – Will the road committees remain in place.
- Answer – no change, Committees will continue.

O Roberts stated that he believed that this was history repeating itself and when he was on the committee unpaid fees were recoverable via the small courts. He felt that there was no reason it couldn’t continue as it always had done.

MB responded that during the intervening years the legal position had changed. Previously, there had been a view that fees were only enforceable if it was in the deeds. However, this type of covenant was in fact only applicable to the first owner. The highways act 1980, which is more recent legislation, places the liability of fee payment on property owners and a single fee policy provides clarity and meets the legislative requirement.

S Taylor (the Byway) asked who owns the short piece of Twitten adjacent to her property? MB stated that he would investigate and get back to her.

Action: MB to investigate the ownership and get back to Sheila Taylor.

What are we asking the AGM to agree to?

- a) That members approve the introduction of the Single Estate Charge

Vote – For - 47, Against - 1, Abstain - 0

Action: The constitution will be amended and reissued by MH.

9. To Elect all Officers

MB stated that he was formally required to advise the AGM that three of the Associations "officers" will be standing down from their roles. David Currie, our Vice Chair, has agreed to undertake the role of chair of the Beach Hut Company shortly and Gill Pacey and Ben Fox have both stepped down from their roles as the West Close and Byway Road Representatives. MB took the opportunity to thank them all for the work they have undertaken on behalf of the Association. The meeting showed their appreciation.

MB went on to say that although we do have a couple of options available to us, the Association has not yet appointed successors to these posts as we need to discuss the wider issues of the organisation early next year.

MB also took the opportunity to formally thank all of the MOSA Committee for their fantastic work and commitment. The meeting showed their appreciation.

ASSOCIATION OFFICERS/ROLE	NOMINATION
CHAIR	Martin BURRELL
VICE CHAIR	Vacant
TREASURER	Colin WILLIAMS

SECRETARY	Marese HOLLANDS
PLANNING	Nick HOLLANDS
INFRASTRUCTURE (INCL. COASTAL & GREENSWARD)	Kevin SEAMAN
POND AND GREEN CHARITY	Michael LEETE
BEACH HUTS COMPANY	Martin BURRELL/Marese HOLLANDS/Colin WILLIAMS
SOCIAL SECRETARY (NON COMMITTEE MEMBER)	Chris HALES

Proposed by P Kuszka
Seconded by W King
Unanimously Agreed

Post meeting note: West Close remains without a Road Representative. The Byway will be represented by Jacky and Tony Humpheries.

M Jones on behalf of the meeting thanked all the Committee Members for all their hard work over the last year.

MH stated that the Committee is still looking for volunteers and if anyone is interested to please get in touch.

10. AOB

C Stride asked for more information on the role out of ultrafast broadband and if any companies would be digging up the roads?

Answer - KS explained that there would be no digging up of the roads as companies will be using cabling via telegraph poles. Zoom are already operational in Sea Way. KS understands that Toob, TalkTalk and Virgin will shortly be getting in touch to offer their services. Each supplier owns their own cable highway via the poles. CityFibre and Openreach are the suppliers of the poles. CityFibre can use Openreach and their own poles but BT (Openreach) can only use their poles not CityFibre's.

MB thanked everyone for attending and meeting closed at 2018hrs.