

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING  
FEDERATION OF PRIVATE RESIDENTS' ASSOCIATIONS LTD  
Held on Wednesday 16 February 2011 at 63-79 Seymour Street, London W2 2HF**

**Present: FPRA Committee Members:** Robert Smytherman (Chairman), Richard Williams (Deputy Chairman), Michael Derome (Hon Treasurer), Muriel Guest-Smith, Stephen Guy, Philippa Turner, Malcolm Wolpert.

**In Attendance:** Nick Shulman (Consultant), Amanda Gotham (Editor Newsletter), Nigel Wilkins (CARL), Melissa Briggs (CARLEX). Members representing 14 associations were also present.

**1. Confirmation of a quorum.** The Chairman confirmed this was so.

**2. Apologies for Absence:** Robert Levene, Alison Seabeck MP, Sir Peter Bottomley MP, Mike Hancock MP, Barry Gardiner MP, Irene Fernow (Energy Efficiency Commissions Officer), Sheila Eustace (13-45 Engadine Close RA), Michael Gaffney (Rama Court RA), Grosvenor Terrace Mgt RA, Keith Varley (Glangors RA (Phase 4), Prof. Chris Adams (Millbank Residents Co Ltd), Shula Rich (FPRA), Jacqui Abbott (Admin).

**3. To Amend the Articles of Association as per the Special Resolution:**

The Chairman reminded the meeting that this extraordinary meeting had been called to meet the wishes of the AGM held the previous October. Removing the need for an Audit would save FPRA around £1000 pa which could be used for other purposes. In response to questions from the floor, it was emphasised that the accounts would still be prepared by qualified accountants but a second check of the underlying records (probably carried out by a member of the accountancy firm preparing the accounts, would no longer be required. An audit was no guarantee that any irregularities would be discovered as recent high-profile cases of company mismanagement had demonstrated. Any changes agreed in this meeting could be reversed at a later date by a further special resolution if the membership so required.

Melissa Briggs (Carlex) said she was concerned that an organisation that professed to support openness should now propose to remove a level of security in financial matters.

Another member said that FPRA should be seen to adopt best practice and a saving of £1000 was not worth the likely loss of respect.

Great emphasis was placed by FPRA that it was run by volunteers yet around half FPRA's income was paid to the CEO's (after note, this is in error as FPRA does not have a CEO) company for administration. Was there not scope for savings there? In these circumstances how could the CEO say he was a volunteer?

It was pointed out that Robert Levene wore two hats. He provided free advice on insurance, his area of expertise while the admin company carried out the day to day administration (after note, RL receives no pay from the admin company but is a shareholder). FPRA's organisation did not run itself and staff was required to answer the telephone, allocate members enquiries etc. This was clearly declared in the accounts as well as in person at the AGM.

The Chairman said that in his experience FPRA had never been as well organised as it was now. It was suggested that an audit would also provide protection for the directors and the meeting was told that FPRA had already been advised that the lack of a formal audit would not affect the directors' position adversely. Nick Shulman said that at the AGM the majority of the 30+ RAs attending had supported a change and yet a smaller number were seemingly against it.

A vote was then taken and the majority was against the proposed change.

Nick Shulman said that if this matter became a persistent issue then perhaps it should be included in the next AGM but Dick Williams thought that would be disrespectful to those attending this meeting but if it does arise again it could be included in the AGM following. Bob Smytherman said it would be considered in the current overall review of the Company's Memorandum and Articles.

**4. Any Other Business.** Melissa Briggs said that she was concerned to note that FPRA's logo appeared on Flat-Living magazine. Was FPRA aware of this and had they agreed to this? She was taking legal action over the inclusion of the CARLEX logo without permission. The Chairman said that LEASE, which used public money was content to have its logo on Flat-Living's site and FPRA would ensure that its FPRA logo was only a link not an endorsement. On that basis FPRA was happy for the logo to remain.

Melissa Briggs, founder of CARLEX then gave a talk on her organisation.