

21 February 2022

Woodilee Residents Association

By email to: lmo@bto.co.uk

Our Ref: GJ/Factor-Replacement/001

Your Ref: GHU/LMO/RESI/2/237

Direct e-mail: woodileeresidents@gmail.com

Dear Mr Hunter

Many thanks for your letter of 18 February 2022 seeking to ensure that due process to replace the Manager at Woodilee Village, Lenzie has taken place. Much of the information requested is and has been in the public domain since 29th October 2021 at <http://www.woodilee.org.uk/egm-2021-10-minutes/> but is repeated here as a courtesy. Both a PowerPoint presentation used during the meeting and the minutes are available freely.

As regards your specific questions:

1. Your position as association with reference to the title deeds. We note you describe yourself as the "Woodilee Residents Association" and would appreciate your confirmation if this is in reference to the Woodilee Village Proprietors Association created in accordance with the title deeds.

The Woodilee Residents Association undertakes the role of the Woodilee Village Proprietors Association and was instituted, and last confirmed at the 2020 AGM, under the facilitation of the present manager, RMG Scotland. Should the advice and guidance received from RMG Scotland not have placed the WRA in a suitable position to undertake the roles and responsibilities outlined in our deeds – title DMB93346 – then we will, of course, seek recourse from RMG Scotland.

2. The steps you took to notify every plot owner of the meeting. Specifically, please confirm how you ensured that every owner had knowledge of the meeting. We understand that a number of properties are rented, and we cannot presume that every plot owner uses social media.

This question is somewhat misleading. The wording of DMB93346 is:

“any such meeting shall be held at such a reasonably convenient time and place as the convener of the said meeting may determine, and of which time and place of meeting at least seven days' notice in writing shall be given by or on behalf of the convener of the said meeting to the other Plot Proprietors”.

The requirement for “every” or “all” proprietors to be notified does not exist. That said, the WRA did not, at any point, seek to disenfranchise any proprietors. Rather, a pro-forma based upon the 2020 AGM proxy voting form (supplied by RMG Scotland) was physically posted through every property covered by the WRA. It is accepted that these may not have directly reached proprietors directly, but it made it clear that only the proprietors would have a valid vote and would contribute towards meeting the quorum and is expected that those renting would have passed them on appropriately.

3. The length notice given to each plot owner of the meeting.

The notice periods varied as the pro-forma details were supplied over several days as follows:

- Miller 1: distributed NL on 6th October 2021
- Miller 2: distributed GJ on 7th October 2021
- Persimmon: distributed GJ on 7th October 2021
- Fauldhead: distributed GJ on 7th October 2021
- Springfield 1: distributed EM on 7th October 2021
- Spider Bridge / Bothlin Court: distributed MM on 7th October 2021
- Springfield 2: distributed SM/MD on 8th/9th October 2021
- Cala 1: distributed by JH on 9th October 2021
- Cala 2: distributed by SA on 9th October 2021
- Clocktower/ James Salmon: distributed MM on 9th October 2021
- Charles Church: distributed NL/GM on 9th/10th October 2021

Thus, the minimum period given was 10 days – even accounting for communication time to proprietors, this should give sufficient time to meet the 7 day requirement from the deed of conditions.

4. The date, time and place of the meeting, and how the votes at the said meeting were counted. We note you have kept a record of the returned voting papers which (while our client reserves its right to do so) we do not request sight of. However, we would appreciate confirmation of the number of plot owners present and the number of votes in favour of appointing the factor.

The meeting was held online on Zoom at 7pm on 20th October 2021 due to the COVID situation using the same platform and account that RMG agreed was suitable for running the 2020 AGM when the committee was installed

I believe the remainder of this question is answered by the EGM Minutes:

Forms were received by e-mail, and a single row-per-address spreadsheet was used to ensure no duplicate votes per address, and each voting form was given an index number starting a 1. The index number was recorded with the property in the spreadsheet and the form file (PDF, JPG or PNG, as submitted by email) was stored in the Voting Forms folder with the name being the index number (and the appropriate file suffix). It's thus possible to quickly check any voting record with the original submission. E-mails have also been retained.

There is restricted access (WRA Chair and Secretary) to the file store holding these details as there is clearly PII in the form of names, addresses, e-mail addresses and signatures to protect. When the process is complete, and further validation is not required, these records will be destroyed.

A total of 254 responses were received (29.5%). Of these, 252 ultimately cast votes, with most being through the form. 4 votes were made at the meeting and confirmed either verbally or through the meeting chat (recorded as "Chat" or "Verbal" on the records). 3 late votes (after the midday deadline) were received, 2 of which were attendees at the meeting who made their vote in person and, after discussion at the meeting, the remaining late vote was added. No result was shared – even within the committee – during these discussions.

The final count was that there were 254 responses, 252 votes cast. 2 owners did not express a preference, did sign up for meeting but did not attend/vote. Of the 252 votes cast, 244

(96.8%) voted to grant the WRA the authority to decide who factors Woodilee village with 8 votes (3.2%) against.

In addition to these statistics, 30 people requested an invite to the meeting although most lodged a preference in advance of the meeting (in line with the statistics above). The meeting had 27 attendees during the virtual meeting.

5. The specific vote undertaken at the meeting. It appears from your email that at the meeting it was agreed to appoint a new factor. You will note from the title deeds as described above that at the meeting which has been notified to each owner a vote should be undertaken in favour of a specific person or firm.

The motion notified in the advance communication for the meeting, and which was voted upon at the meeting was “Members of the association grant the Woodilee Residents Association the authority to decide who factors Woodilee Village estate”.

Again, I take issue with your summary of the deed of conditions. The vote need not be undertaken in favour of a specific person or firm. Again, the true wording from DMB93346 is:

“(Fourth) to appoint any one qualified person or firm who may be of their own number (herein referred to as the Manager) to have charge and perform the various functions to be exercised in the care, maintenance and management of the subjects owned in common,”

The vote was predicated upon appointing any one qualified person or firm and, indeed, the subsequent process involving a PQQ and full ITT stage for qualifying firms was designed to comply with this requirement. The firms invited to tender were all listed on the Property Manager Association Scotland (PMAS) website, Glasgow section, at <https://www.pmas.org.uk/membership/member-firms/#1486727346429-b4d5a0f6-4b78>.

The use of a professional association for property managers to source a list of capable managers was deliberately to ensure a qualified firm would be chosen and the selection of a single firm – as described throughout the tendering process from the initial PQQ stage – confirms complete coverage of all clauses in the deed of conditions. All PQQ documents can be found at <http://www.woodilee.org.uk/manager-role-update/>.

I trust this explains the position and allows you to provide full comfort to RMG Scotland that due process has been followed in their dismissal, and that the owners are – in huge numbers – behind their removal from this role.

Finally, the committee appreciates the note on legal costs. Whilst the committee accepts reasonable charges associated with confirming the status of the vote, the committee does not accept unlimited liability for legal costs incurred by RMG Scotland in this regard. We note the spending limits that exist within Clause 3.2 as the absolute limit of liability proprietors have without RMG Scotland seeking due authorisation from all proprietors.

Yours sincerely

Gordon Jahn

WRA Secretary