



THE LOCH RANNOCH
HIGHLAND CLUB

05 June 2024

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Club will be held via Zoom, on Saturday 22 June 2024 at 1.00 pm.

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AGENDA

1. Welcome, Introductions and Opening Statement from the Chairman
2. Discussion of the Resolution
3. A Short Break - During the break there will also be a ten-minute window for those voting online to complete their votes.
4. Voting Results of the Resolution
5. Closing Remarks and Vote of Thanks from the Chairman

INSTRUCTIONS TO ATTEND THE GENERAL MEETING

BY ZOOM

The GENERAL MEETING will be hosted via Zoom. We will open the Zoom room at 12:30 on 22 June 2024 (Saturday), so please join us from then. ***The details for logging in will be sent out on 21 June 2024 (Friday) to your registered e-mail address.***

BY TELEPHONE

For those who wish to dial in using telephone for audio only, ***please call 0131 460 1196*** on 22 June 2024 (Saturday) at 12:55 and when prompted, please enter ***Meeting ID: 850 9975 8060 and Passcode: 112021.***

IN PERSON

The GENERAL MEETING will be hosted via Zoom. **There is no facility to attend in person.** This is in line with our current Articles of Association.

RULES FOR THE GENERAL MEETING

1. We would like to remind all our Members that in order to attend the General Meeting and vote the Articles of Association state no one should be in debt to the Club. If you have fees outstanding, please pay these as soon as possible.
2. In common with Parliamentary Procedures, Members are restricted to asking one question on a particular subject at the General Meeting, with the opportunity to ask a subsequent supplementary question if required.
3. If a Member constantly interrupts or barracks, they will be asked to stop. If they continue and ignore a second request, they will be required to leave the Meeting.
4. We would like to remind Members that General Meeting proceedings are recorded. By attending the General Meeting, you consent to the recording of any contribution you make to the proceedings. The recording will be used only for the internal governance of the Club. Members are expected to stand by any comments they make, and subsequent Minutes will not be altered unless they are inaccurate.



THE LOCH RANNOCH
HIGHLAND CLUB

GENERAL MEETING 2024 - GUIDANCE FOR LOCH RANNOCH HIGHLAND CLUB MEMBERS

As it stands in our current Articles, the First-Named Member on your Holiday Certificate has one vote for each Lodge Week you own. Only the First-Named Member on the Holiday Certificate can vote.

This means if you own more than one week, when you tick any box on the Voting Form your vote is multiplied by the number of weeks you own - as shown in the box at the top of your Voting Form.

If you give your vote to another Member as a proxy, who must also be a fully paid-up First-Named Member, you are entrusting your vote(s) to them to decide how they will use it. We would like to encourage every Member to vote in person this year, rather than voting by proxy.

If you decide to vote by post, please submit your vote(s) to Morris & Young, 6 Atholl Crescent, Perth PH1 5JN **no later than Thursday 20 June 2024**. Votes received after this date will not be counted.

When your vote(s) arrive at Morris & Young a member of their staff will secure your vote(s) in a locked safe until the morning of the General Meeting, when they will be packed securely in sealed envelopes and taken to the Meeting.

We would like to remind all Members that you must be fully paid-up by the date of the General Meeting for your vote(s) to count. Any vote(s) sent in by Members who are not fully paid-up by the day of the General Meeting will not count.

To provide clarity, the Board has commented on the Resolution submitted. If you have any questions about the Resolution prior to the General Meeting taking place, please direct these to the **Secretary, c/o Administration** at administration@lrhclub.co.uk or in writing c/o Office, Loch Rannoch Highland Club, The Avenue, Kinloch Rannoch, Perthshire PH16 5PR.



COMMENTS ON THE RESOLUTION

Your Board of Directors has been advised by various parties, including The European Resort Owners' Coalition (EUROC), of challenges experienced by other Clubs, due to aggressive practices of certain timeshare companies and persons associated with them. This has included these companies acquiring substantial numbers of weeks for their own agendas, including the aim of ultimately dissolving a Club and selling off the underlying properties, or for the sole purpose of adding inventory to their holiday rental businesses. In addition, there have been issues with default in respect of management charges on their weeks, to the detriment of Clubs and their Members.

Against this backdrop, your Board is keen to preserve the integrity of the Club as a holiday resort for the benefit and enjoyment of its Members. We began this process last year when Members voted to restrict transfers of Holiday Certificates to natural persons only (and not to companies) and to limit persons to holding not more than 20 Holiday Certificates. At this General Meeting we are proposing a Resolution to make further changes to the Articles to give the Board discretion to refuse transfers, in circumstances where it considers it appropriate to do so.

Having reflected on these matters, including the current levels of weeks held by Members, we think it unlikely that Members would wish to hold up to 20 Holiday Certificates for personal use, and we therefore propose this current limit is reduced to 12, in line with other Shared Ownership Clubs. The proposed limit of a maximum of 12 Holiday Certificates by any one person also seeks to protect the Club from exposure to debt. If a Member does not, or becomes unable to pay their management fees, the more Holiday Certificates that Member owns, the greater the debt exposure to the Club and fellow Members. Please note, the proposed new limit of 12 is not an absolute prohibition on a Member holding weeks in excess of that number, as the Board will have discretion to allow a Member to hold more than 12 weeks if it considers it appropriate in the circumstances, on a case-by-case basis.

It is proposed the Board should also have the right to be able to refuse occupation of a week by third parties, where there are reasonable grounds for so doing. This right may be applicable, for example, in circumstances where a Member has previously let his week to third parties, whose behaviour has detrimentally affected the enjoyment of other people staying at the Club.

The proposed amendments to the Articles are considered appropriate and reasonable by the Board to protect the best interests of the Club and its Members as a whole. The proposed approach is consistent with that prevailing in many other similar clubs. It is also consistent with the objects of the Club which are, in essence, to be a non-profit Members' Club providing holiday accommodation for the use and enjoyment of its Members and Guests.

The Board strongly recommend to Members the approval of the resolution for the ongoing security of the Club.



RESOLUTION - THIS RESOLUTION IS VALID AND REQUIRES A 75% MAJORITY VOTE.

‘THAT the Articles of Association of Loch Rannoch Highland Club Ltd be amended as follows:

1. By inserting the words ‘ subject to the remaining provisions of these Articles,’ between the words ‘the right’ and ‘to sell’, where they appear in the second sentence of the first introductory paragraph of Article 16;
2. By inserting as a new final sentence of the introductory paragraph of Article 16 the words ‘Notwithstanding anything to the contrary in these Articles, the Club reserves the right to refuse Membership to any person where, in the Board's opinion, there are reasonable grounds for doing so, including where the grant or registration of a Holiday Certificate would be in breach of these Articles.’;
3. By inserting the words ‘, subject to the remaining provisions of these Articles,’ between the words ‘may’ and ‘transfer’, where they appear in the first sentence of Article 16.2;
4. By deleting the present Article 16.5 and replacing it with the following new Article 16.5: ‘ The Club shall not register a Holiday Certificate (whether on grant or transfer) in the names of more than two persons who must be natural persons (and not a company, corporation, partnership, or other body corporate). Notwithstanding anything to the contrary in these Articles, except as otherwise determined by the Board in their discretion, on a case-by-case basis¹, no natural person may at any time hold (whether alone or jointly) more than 12 Holiday Certificates² and the Club shall not register any natural person as the holder (whether alone or jointly) of more than 12 Holiday Certificates. [Notwithstanding anything to the contrary in these Articles, in the event that, and for so long as, any natural person holds (whether alone or jointly) (except as otherwise permitted as aforesaid) more than 12 Holiday Certificates, such person shall cease to be entitled to vote at General Meetings or otherwise (whether on a show of hands, on a poll or otherwise, and whether in person, by proxy or otherwise) in respect of all Holiday Certificates held (whether alone or jointly) by them (and not just those exceeding the limit of 12)]³.⁴



ONLINE VOTING INSTRUCTIONS

Members attending online will only be able to vote using the voting web address, which is shown below, and their unique Reference and Passcode which will be sent to them by email on the day of the General Meeting.

Once you enter your Reference Number and Code onto the link page you gain access to the voting page. If you own more than one Lodge Week, for example you might have three separate weeks, this number will be 'batched' together as one block vote, and the system will automatically count your block vote as three votes for the Resolution.

<https://www.lochrannochhighlandclub.co.uk/vote/>

Members who are unable to attend the meeting can vote in advance by submitting their completed and signed voting form to Morris & Young, 6 Atholl Crescent, Perth PH1 5JN, by post or in person, **no later than Thursday, 20 June 2024**. Alternatively, completed voting forms can be emailed to Hannah Gray at hannahgray@morrisandyoung.co.uk.

You may wish to have your General Meeting Notice to hand, to refer to the Resolution and reasons they have been proposed. In addition, the Resolution has been posted on the General Meeting 2024 Folder in the Members' area of the Club's official forum.

If you are unable to attend, please submit any questions by email to the Company Secretary at administration@lrhclub.co.uk or in writing c/o Office, Loch Rannoch Highland Club, The Avenue, Kinloch Rannoch, Perthshire PH16 5PR **no later than 1pm on Friday 21 June 2024**.

Our aim is to cover as many questions as possible. Where there are duplicates, or very similar questions likely to have the same answer, we hope you will understand we will use the first one received.

If you have any questions about the process please contact our General Manager, Richard Deak at richard.deak@lrhclub.co.uk