

Marina partner seeks wind-up of company

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A MIDLANDS business man complained in the High court on Tuesday that he was being excluded from the affairs of a South Coast yacht marina in which he had a third interest.

Mr. George Bertie Wolverson, of Mulberry Cottage, Mundeford, Christchurch, sought an order for the winding-up of Christchurch Marine Ltd., owners of the marina, which has been valued at £120,000.

He alleged that since his two co-directors voted him off the board in March 1970 there had been a total breakdown of confidence.

The co-directors, Mr. Herbert Bemister, a former boat builder of Bridge Wharf, Christchurch, and Mr. Hugh Rossiter, naval architect, of Westover House, Ashley, Ringwood, contested Mr. Wolverson's petition.

Mr. Richard Yorke, QC, for Wolverson, told Mr. Justice Brightman: "The petitioner is, or should be, an equal partner in a popular but small marina, but he has been wholly excluded from the management of that partnership, which is being carried on as a limited company. He has also been deprived of any chance of receiving director's emoluments.

"It is not disputed that there has been a total breakdown of confidence between him and the two other shareholder directors, and in the circumstances this partnership, albeit in the guise of a limited company, cannot continue."

FAIR PRICE

The company was formed in 1963 with an authorised capital of £3,000 to take over an existing company, H.S. Bemister Ltd. There were five directors, each with 400 one-pound shares of the issued capital of £2,000.

There was an explicit agreement that the shares of any member withdrawing or dying would be bought up at a fair price by the continuing or surviving members.

In November 1964 one of the directors, a Mr. Lander, resigned over a policy dispute. And in January 1969 another director, Mr. Newell, died. The basis on which his shares were to be sold led to friction between Mr. Wolverson and the other directors.

Matters came to a head over a decision to install lighting and power points at the yacht mooring. Mr Wolverson was entrusted with the arrangements, but while he was away in Birmingham his co-directors ordered the work to stop.

Mr. Wolverson was asked to resign, and when he refused he was voted off the board.

As it was the practice of the company to distribute profits as directors' remuneration and not as dividends Mr. Wolverson had been deprived of any remuneration, and had become dependent on the whim of Bemister and Mr. Rossiter, said Counsel.

They were conducting the company solely in their own interests.

'NOT JUST'

"In these circumstances it is neither just nor equitable for Mr. Wolverson to continue in this partnership, particularly when they deny him any information as to what they are doing," added counsel.

Mr. Yorke was continuing his case for the winding-up of the company when the hearing was adjourned.

On Wednesday, Mr. Wolverson told the judge that the profits of the business could be substantially increased. But he had not put his ideas for increasing profits to Mr. Bemister and Mr. Rossiter because he did not think they would be interested.

"All Mr. Bemister is interested in is living there peacefully. We have always known that Mrs. Bemister did not want any development there at all," he said.

"All Mr. Rossiter wants is to take off the cream of the marina."

Mr. Rossiter had a boatbuilding business and such a business without a marina was like a garage without a forecourt, said Mr. Wolverson.

Questioned by Mr. Ralph Instone, for Mr. Bemister and Mr. Rossiter, Mr. Wolverson denied that he had regarded the marina as a spare - time interest. He believed that the marina had great potential.

It was in one of the most beautiful spots in the country and he would have thought that people would "give their right hands" to have a yacht there.

Since Mr. Bemister and Mr. Rossiter had removed him from the board they had done everything possible to make his life as miserable as they could, he alleged. They had insisted that he move his boat which he had moored there for years; they had changed the conditions of mooring boats in order to suit themselves. His electric light leads had been thrown in the water.

Mr. Wolverson's opinion was that the marina's present profit of about £1,200 a year could be increased to £10,000.

Asked by Mr. Justice Brightman how that could be achieved, Mr. Wolverson said that unlike other marinas Christchurch did not get any profits out of selling chandlery and providing services.

Mr. Rossiter got all that advantage, and the company had never asked him for a percentage. Mr. Rossiter also got the brokerage percentage on sales of boats for customers.

Thirdly, said Mr. Wolverson, if the marina was properly run and looked after with proper facilities, the present mooring charges of between £3.50 and £4.50 per foot per year could be increased to £5. With mooring space at present for boats that would yield gross profit of £15,000, from which £5,000 should be deducted for running costs.

The hearing continues.

CHRISTMAS SPIRIT IN MARINA CASE

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CHRISTCHURCH Marine Ltd., the marina company, was on the brink of being wound up yesterday when the spirit of Christmas was invoked.

Giving judgment for a former director, Mr. George Bertie Wolverson, in his petition to wind up the company Mr. Justice Brightman said that a forced sale of the company's assets could not be in the Interests of any one.

He added: "Do not the parties wish to see if they can reach a modus vivendi." (natural agreement).

Both counsel in the case welcomed the suggestion Mr. Richard Yorke, QC, for Mr. Wolverson, said: "I have in mind that Christmas is coining and perhaps the spirit of goodwill might prevail."

The judge said he would adjourn the case until the next law term when he would make a formal order if agreement was not reached.

Mr. Wolverson, of Mulberry Cottage, Mudeford, alleged in his petition that he had been excluded from the affairs of the company since his removal from the board in March, 1970, by his co-directors, Mr. Herbert Bemister, of Bridge Wharf, Christchurch, and Mr. Hugh Rossiter, of Westover House, Ashley, Ringwood. This had led to a total breakdown of confidence.

Mr. Bemister and Mr. Rossiter claimed that the expulsion was justified and opposed the petition.

Giving judgment, Mr. Justice Brightman said he had no doubt there was an incompatibility of temperament between Mr. Wolverson and the other two directors. It did not surprise him that they were unable to work harmoniously.

But the fact that Mr. Wolverson was blunt and forceful did not of itself entitle the others to take over the exclusive management of the venture into which they had jointly entered.

Mr. Wolverson was voted off the board because in a fit of temper he threatened his colleagues with litigation. It did not seem to justify the extreme remedy of expulsion, said the judge.