

## **Kensington Gardens Square Garden Association**

### **Establishment of new constitutive basis for management of the gardens at Kensington Gardens Square**

In July 2021, Kensington Gardens Square Garden Association (the 'Association') was successful in its application to obtain title to the gardens in our Square. This achievement was the culmination of over 18 years' effort and has secured community ownership of our gardens for the future.

The Association lacks the capacity to hold land, so the title application was made in the name of four trustees, who presently hold the land for the benefit of the Association. The 2015 AGM agreed that, should our application be successful, the trustees would transfer this title to a specially created entity, Kensington Gardens Square Garden CIC (the 'CIC'), owned by the community. The CIC suffix stands for 'community interest company', a special type of company with characteristics suitable for our situation, in particular:

- as a corporate entity, it can hold land
- it must have community objects, in our case preservation and maintenance of the gardens (the same as for the Association)
- it must have an 'asset lock', which prohibits it from selling the gardens
- liability for members can be limited (in our case, to £1 per freeholder member)

The creation of the CIC was authorised at the 2015 AGM of the Association as part of the broader process of applying for land registration.

The 2015 AGM also agreed that, following registration, the assets and undertaking of the Association would be transferred to the CIC so that it would not only own the land but also manage the gardens in the same way that the Association has.

At the upcoming AGM of the Association on 30<sup>th</sup> November 2022, we would like to commence the transition process and you will see some agenda items in the accompanying notice of AGM relating to this. These involve:

- The Association agreeing to some relatively minor changes to the articles of association of the CIC (relating to the prohibition of development on the gardens or use of the gardens for commercial purposes, communication, and allowing life members) and arranging for the CIC to adopt these
- The Association agreeing to take action to:
  - o increase the membership base of the CIC from its current 4 freeholder members (nos. 24-25, 64, 70 and 86-92) so that its membership mirrors as far as practically possible that of the Association
  - o direct the trustees to transfer the title for the gardens to the CIC
  - o transfer the assets and undertaking of the Association to the CIC
  - o wind up both the Trust and the Association

We aim to complete all of these steps in order and for the CIC to assume ownership and management of the gardens by the end of the Association's financial year on 31 March

2023. This cannot be achieved without the participation of members, both in supporting resolutions to effect this (please see proposed resolutions below) at the AGM and in joining the CIC in sufficient numbers so that its membership is as similar as practically possible to that of the Association.

Please be assured that:

- **Title to the gardens will throughout remain in community ownership.** There is no risk of a situation like that at our neighbouring Princes Square where the paper owners of the garden have sought to sell title to a third party for their private benefit. In our case, there is already a duly formed trust, and we will not direct the trustees to transfer title to the CIC until CIC membership is as similar as practically possible to that of the Association
- There will **be no financial liability for members of the CIC** (beyond the £1 guarantee)
- **The CIC will manage the gardens in the same way as the Association**, with its articles having been based on the Rules of the Association

We ask that you support the establishment of our new constitutive basis for management of the gardens at the upcoming AGM and hope that you are able to join the meeting.

We have been advised on the process to complete this transition by Robert Barham of Forsters LLP, who is a garden square expert and supported us with the land registration application.

Myself and the Association's Secretary, Wendy Wyver, will be delighted to answer any questions you may have in advance of the AGM (or indeed at any time).

Best wishes on behalf of the KGSGA committee

Simon Glucina  
Chair

## **Kensington Gardens Square Garden Association**

### **Resolutions to be considered at the AGM of the Association to be held on 30 November 2022**

*Numbering matches the Agenda*

#### **Resolution 10**

To approve amendments to the Articles of Association of Kensington Gardens Square Garden CIC and to call upon the directors and members to take all steps necessary to formally adopt the new articles.

#### **Resolution 11**

It being noted that freehold title to the garden at Kensington Gardens Square has been registered at HM Land Registry under title number BB7971 with possessory title in the name of Catherine Ramage, James Henry Rea, Wendy Wyver and Bruce Weir Ritchie in their capacity as trustees of the Kensington Gardens Square Garden Trust and in accordance with clause 4.1 of the deed dated 26 November 2015 by which the Kensington Gardens Square Garden Trust was established, the members of the Association hereby call upon the above named trustees to transfer, at a time to be determined by the committee of the Association, the said freehold to Kensington Gardens Square Garden CIC, company number 10227608 whose registered office is at Flat 5, 14 Kensington Gardens Square, London W2 4BH.

#### **Resolution 12**

The Association hereby resolves, at a time to be determined by the committee of the Association, to transfer to Kensington Gardens Square Garden CIC the management and administration of the communal gardens in Kensington Gardens Square including all records, contracts, statements, funds held, equipment, matters and items whatsoever together with all funds held (after deduction of all expenses and fees due from the Association).

#### **Resolution 13**

The Association hereby resolves that, upon completion of the transfers referred to in Resolutions 11 and 12, and at a time to be determined by the committee of the Association to dissolve itself.