

## MINUTES OF THE 2022 ANNUAL GENERAL MEETING OF KENSINGTON GARDENS SQUARE GARDEN ASSOCIATION

Held: Wednesday 30 November, 2022

St Matthew's Church Room, 29 St Petersburg Place, London W2 4LA

1. The **Rules of the Association** state that a quorum is 7 members. The meeting was therefore **quorate**, with **16 of the 27 paid-up member freeholds** (covering 37 frontages) **represented in person or by proxy**. Two members were in arrears at the date of the AGM. Apologies for absence were received from Jelena Vickovic of 46-47 KGS, Sean Weaver of 46-47 KGS, Catherine Ramage of 60-61 KGS and Huw Davies of 66 KGS, and from Emma Fulton of 27-28 KGS (who attended by Zoom). The meeting register is appended to these minutes (Annex A).
2. The **draft 2021 AGM minutes** were approved unanimously, without amendment, and signed by the Chair as a true record. No matters arising not on the 2022 agenda.

### Chair's Report

3. Simon Glucina summarised some of the highlights of the past year – not least our success in finally registering our title to the gardens with the **Land Registry**, via our Trustees. He thanked **Dieter Wellmann** for his great work on the ongoing transformation of the south side of the Square; the **bulb display** in the spring had been fantastic. A few trees had been lost due to Dutch elm disease; **treework** would remain a priority for the Committee, to ensure the health and safety of the gardens. He further thanked **Susanne Gahler** for her lead on the continued development of the small garden as a rich, dense space with a very different feel and an incredible burst of colour in spring and early summer. The dedicated work of **Caroline Egan-Strang**, **Emma Fulton** and **Dieter** to further build the social community of the Square post-COVID, with regular **coffee mornings**, had also been hugely important. The Committee's achievements had regularly featured in Garden Square News over the past year (eg on Land Registry, the **Lending Library** established by **Jan Kremer**, and the visit by **Lord Mayor of Westminster Hamza Taouzzale** in September to see "one of Westminster's best gardens").
4. Simon flagged the urgent need to replace the **green container shed** early in 2023, at the insistence of Westminster City Council, and the associated costs. The Committee would submit a planning application for something in the same location. It would need to be equally secure (to protect the gardeners' tools) but lower and less visually obtrusive. On **keys**, he noted a key change was overdue. The Committee continued to explore the pros and cons and logistics of a move to electronic keys and was awaiting a quote from the supplier used by Leinster Square.
5. Simon sadly had to give members the sad news of the recent death of **Jennifer Felderhof**, a long-term resident of the Square and valued former Committee member. He also announced that **Judith Schecter** was standing down from the Committee after many years as Treasurer, party organiser and a key contributor to the monthly coffee mornings established in 2018. She had been a beacon of energy and we would miss her badly. The meeting gave Judith a hearty round of applause.

## Horticultural Reports

6. Dieter Wellmann said that in the last year we had replaced a lot of hedging – 750 plants. We had developed an ecological zone in the back of the large garden with a wildflower zone, and had purchased a large shredder, enabling us to compost everything. All maintenance equipment had been moved to the back of the large garden. On trees, we had lost 5 this year, with two more to be removed due to poor health. WCC had suggested replacing these with some disease-resistant elms and some lower, more colourful trees (eg crab apples) under the plane tree shadow. We needed more gravel, and were considering new timber edging and rebuilding the composter – we would develop a forward plan for the next 3-4 years, setting out the priority and relative urgency of our various projects. The wildlife in the gardens was increasing and could be encouraged with bird boxes, bat boxes, bird baths and a fox house. The soil was in good shape but we needed to keep improving it for the long term, and we would be improving the ecology by mowing the lawn less often. We were encouraging “zoned” use of the gardens, with children’s play at the south end of the large garden and quiet zones elsewhere. Susanne Gahler said in the small garden we were continuously replenishing small plants, including winter blooms. We had failed to save the lime tree near 64 KGS, and would be replacing it with a flowering acacia rather than another lime, due to lack of space. We continued to improve the gravel and re-seed the grass area, and had provided a table and chairs.
7. The reports gave rise to an animated discussion:
- Tim Tasker thanked Dieter and Susanne for their **huge contribution as volunteers**; the Association should not take their effort and skill for granted.
  - Shaw Warnock expressed concern at the idea of a **fox house**.
  - Fiona Gately asked if one of the replacement trees could be a **lime**, which would give a lovely scent.
  - Claire-Marie Robilliard asked about scope for installing some **well-designed gym equipment**.
  - Oliver Dunthorne asked how we were handling the problem of **heavy rainfall** and slowing down run-off into the sewers – one day in the autumn the garden had been covered in water. Dieter said he had now fixed this problem by means of a run-off ditch which came into use if the water reached a certain level. Susanne said that the drainage of the small garden was good.
  - Oliver asked if we had any plans to complete the **railings**. Simon said we didn’t have the funds at present and had other immediate priorities. Oliver commented that the work could be phased, and the benefits would be felt for over 50 years. Robert Barham noted that Norland and Pembridge Squares had raised money for railings by selling rights to use the gardens. Wendy Wyver commented that we would not be able to do that under the Articles of the new CIC, and that stakeholders were in any case likely to be wary of such a proposal. Jan Kremer suggested a fundraising drive. Simon concluded we should put railings back on the Committee’s agenda for discussion in the medium term. (NB. Residential Land had previously offered to fund small garden railings, but then in the financial crisis scaled back their offer to £60k. Eilidh Middleton noted that she had at that time done a lot of (voluntary) work on a planning application – which was made complex by the need to protect all the plane tree roots – serious arboricultural

advice would be needed. She retains the drawings for reference, should the Committee choose to resume this project and reapply for planning permission.

### **Social Report**

8. Caroline Egan-Strang gave the headlines of the Social Report (Annex B). She drew attention to the importance of the two gardens, and the work of Dieter and Susanne in particular, for the **mental health and wellbeing** of our KGS community. She commented on the **diversity of KGS residents**, as shown by the 2021 census data for Bayswater Ward (with the largest age cohort being 30-39 year olds). The Community does its best to cater for – and balance - the differing needs of our residents – from space for young children to run around, to an oasis of tranquillity, to a safe space where people can connect with their neighbours. **Community events** - with Emma as lead organiser - have helped bring people together over the past year (in a COVID-safe way), with around 35 people usually attending the **coffee morning** on the first Sunday of each month and 77 people attending the **Jubilee Lunch**. We would have our first ever **carol singing** event in the garden on 6 December. We were also planning some events for adults and children in the coming year. She reminded those present of the agreed rules to keep the garden attractive, safe and welcoming for all; a fee for parties over 9 people (and the understanding that sufficient space would always be left for other garden users); toys to be put away after use; keep the noise down; no rubbish; no dogs. She gave notice that the Committee planned to survey keyholders to understand better how they would like to use and be involved in the gardens and to see them develop.
- Jess Ellis noted the need for any survey to go widely and not just target the current regular garden users. Wendy clarified that we planned to send it to all keyholders and freeholders.
- Pascal Guiraudie (76 KGS) asked who was entitled to a key. Susanne replied that we issued one key per flat – owners could pass this on to their tenants if they so chose. Pascal asked if the Committee could flex to allow an extra key to be issued in the case of absentee owners who live within a limited radius of KGS, and have a long-term interest in the gardens (of course against the usual deposit). The Committee agreed to consider this point at a future Committee meeting.
- Maka Salukvadze, the housing officer for 43-45 KGS (Notting Hill Genesis) asked if there was a legal obligation for Genesis to pay the garden rate and give their residents garden access. She argued that some residents did not want to use the garden. Simon noted that social housing properties in the square already benefited from a 25% discount on garden rate. Peter McQuillan commented that Notting Hill Genesis could do more to inform 43-35 KGS residents of their right to a garden key.

### **Financial Report and Accounts and confirmation of 2023-2024 Garden Rate**

9. Judith Schecter said that 55 frontages were in regular membership. Of these, 2 members (and 4 frontages) were currently in arrears of garden rate and so did not have AGM voting rights. 29 KGS had rejoined this year, having been renovated after a fire. In FY 2021-2022 we had run a small surplus of £3,133, with £34,750 in income and £31,623 in expenditure. Our reserves as of the date of the AGM were £58,703. However, we had a number of big ticket items which it would be essential to fund in the coming year, including the shed replacement.

10. Judith proposed, in the light of the tough national economic situation, holding the **garden rate** constant at **£640 per frontage** (for the 4th year running), with a **25% discount for social housing associations**. This was **unanimously agreed**.

### **Appointment of Auditors for the Accounts 2022/23**

11. Judith proposed **reappointing the Association's current auditors, Treetops**, and this was **unanimously agreed**.

### **Report on registration of title to the gardens in the name of the Trustees**

12. Simon Glucina reported the wonderful news that – after nearly 20 years of effort by successive Committees – in July 2021 the **Land Registry had granted title** to both KGS gardens to the four **Trustees for the Association**. (We had to apply via Trustees because the Association itself is not a legal entity.) So the Association and its members now legally own the gardens - and have the right to access them - for posterity. This was in stark contrast to the battle currently being waged over the title and access to Princes Square Gardens (where the paper owners of the garden have sought to sell title to a third party for their sole use). He thanked the Association's legal adviser, **Robert Barham**, for his advice and tireless support.
13. Simon recalled that, at its 2015 AGM, the Association had decided that, once title was secured, the most appropriate legal model to hold the land and the Association's financial assets for the long term would be a **Community Interest Company** (as a couple of members had suggested at the 2014 AGM). Such a Company must have **community objectives** (for us the preservation and maintenance of the gardens) and an **"asset lock"** (which stops us selling the gardens). The **financial liability for members can be limited** - in our case, it would be limited to **£1 per freeholder member**. He had circulated a note to all member freeholds in advance of the AGM, setting out this proposed way forward.
14. He reminded members that the Committee had established the **Kensington Gardens Square Garden Community Interest Company (KGSGCIC)** as a shell company back in 2015 with just four KGS freeholds (mistakenly expecting the registration process to be quickly concluded!). The **CIC Articles (Annex C)** had been drafted to stay as close as possible to the existing Rules of the Association, while incorporating those articles legally required for a CIC. We envisaged that in due course KGSGCIC and its board of directors would replace the current Association and its Committee. In the New Year we would start the process of writing to individual member freeholds to ask them to join the CIC. The Trustees would not transfer either land or financial assets until the membership of KGSGCIC mirrored the current membership of the Association as far as practically possible). However, the Committee was keen to make quick progress.
15. Since originally agreeing the CIC Articles the Committee had decided – in response to member feedback – that there was a need for some relatively minor amendments, relating to: strengthening the prohibition of development on the gardens; limits on use of the gardens for commercial purposes; communication logistics; and rules on life members. We now wanted to ask members for their support for these changes, and for our proposed way forward.

16. Shaw Warnock asked the Committee to look again at the provisions on garden rate to ensure that KGSCIC retained flexibility to maintain the current reduction for housing associations. Simon took note.
17. Simon then asked the membership to vote in favour of four resolutions as follows (full text at **Annexes D-E**):
- Resolution to call for approval of the Articles of Association of Kensington Gardens Square Garden Community Interest Company (KGSGCIC)
  - Resolution to call for transfer of title to the Gardens by the trustees to KGSGCIC;
  - Resolution to transfer all assets, liabilities and business of KGSGA to KGSGCIC;
  - Resolution to dissolve the Association following completion of Resolutions 11 and 12.

All four resolutions were adopted unanimously, with the committee's discretion reserved to approve any minor changes to the Articles in the context of points such as those that had been made by Shaw Warnock.

### **Election of members to serve on the Committee for the coming year**

18. Wendy Wyver took over the chair for this item. She noted that current Committee members Rishi Daggar and Judith Schecter, both of KenSquare Ltd (10-14 and 54-55 KGS), were standing down, and thanked them warmly for their contribution. She further noted that there were 9 places on the Committee and 7 current Committee members were standing for re-election: Simon Glucina (26 KGS), Caroline Egan-Strang (27-28 KGS), Emma Fulton (27-28 KGS), Susanne Gahler (58-59 KGS), Dieter Wellman (64 KGS), Moray Angus (72-74 KGS) and Wendy Wyver (70 KGS). There were 2 new nominations: Mary Notaras (26 KGS) and Richard Morley (62 KGS).
19. Before proceeding to a vote, Wendy referenced a communication from a garden keyholder (not present), a couple of days before the meeting, urging the Committee to do more to take into account the views of the diverse range of garden users as well as those of freeholders. She was concerned at this perception, and stressed that the Committee took the views of keyholders, as well as freeholders, very seriously. It welcomed feedback and suggestions, while looking to balance the needs of the garden community as a whole. she noted that the proposal for a CIC to hold title to the gardens had actually been developed in response to keyholder feedback at the 2014 AGM. Thereafter, there had been little movement on the CIC agenda for 6 years while the Land Registry claim was pending. Nonetheless, the Committee had updated the membership at every AGM. Now we were ready to move forward, we had come to this AGM to seek the views of the current membership of the approach agreed by the 2015 AGM. All relevant paperwork had been shared with both freeholders and keyholders well in advance, and the lead Committee members had responded immediately to all queries received.
20. Wendy noted that she had been a freehold director on the Square for over 20 years – and on the Garden Committee for much of that time (having just rejoined on return from Rome). She had learned that an effective Garden Committee needs many different personalities and skillsets. Everyone was needed to play their part – some on gardening, some on finances, some on membership management and external stakeholder engagement, some on community engagement. Most importantly, the Committee must

unite around shared values, and all members must respect the effort and distinctive contribution of each of the others.

- She was therefore asking each of the Committee nominees – to answer four questions about their approach to the role with a simple “yes” or “no”. Their answers would inform her decision on how to vote on behalf of her own freehold and those for which she held proxies. *Will you work, without seeking personal gain, to preserve the gardens, and enhance their ecology and biodiversity, as a place of rest and recreation for all residents in member properties for generations to come?*
- *Will you help build a diverse and inclusive garden community, irrespective of age, gender, family status, class, wealth, nationality, faith or ethnicity?*
- *Will you support the Committee to manage the garden finances sustainably, legally and transparently, seeking advance Committee approval for any expenditure greater than £100 – or another reasonable threshold?*
- *Finally, will you work in a loyal, open and collegiate manner with whichever Chair is elected by the Committee?*

21. All 8 candidates present in person answered “yes”. All were unanimously elected (apart from 1 vote against Dieter). Emma Fulton, who was ill and no longer on line, was elected on the proviso that she should answer “yes” to the four questions above at a subsequent Committee meeting.

**Signed as a true record: ..... (Simon Glucina, Chair)**

**Date: .....**

**Annex A: Attendance Register**

**Annex B: Social Report**

**Annex C: Amended Articles of Kensington Gardens Square Garden Community Interest Company**

**Annex D: Resolution to call for approval of the Articles of Association of Kensington Gardens Square Garden Community Interest Company (KGSGCIC)**

**Annex E: Resolution to call for transfer of title to the Gardens by the trustees to KGSGCIC;**

**Annex F: Resolution to transfer all assets, liabilities and business of KGCGA to KGSGCIC;**

Draft as of 28.01.2023

**Annex G: Resolution to dissolve the Association following completion of Resolutions 11 and 12**