

# **MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE KENSINGTON GARDENS SQUARE GARDEN COMMUNITY INTEREST COMPANY (KGS GARDEN CIC) AT 1900 ON 13 MAY 2024**

**The EGM was held in the Church Room of St Matthew's Church Bayswater, 27 St Petersburg Place and on Zoom (attendance and proxy register at Annex A)**

1. The meeting was opened by the Chair, Simon Glucina. He declared the meeting quorate, given that 19 member freeholds were represented in person, on Zoom or by proxy (a quorum being 7 member freeholds).

## **Unanimous Agreement to accept the transfer of assets from KGSGA**

2. Simon noted that this meeting was an important step in the 20-year journey to safeguard the gardens for the KGS community in perpetuity. This had involved a lengthy and ultimately successful claim at the Land Registry for title to the gardens (the original title having been lost in the mists of time). The title, eventually granted in 2021, was currently held by four Trustees for the Kensington Gardens Square Garden Association, as the Garden Association itself was not a legal entity.
3. For this reason, in anticipation of eventual success at the Land Registry, the KGSGA Committee, with AGM approval, had incorporated the KGS Garden CIC in 2016 as a legal entity capable of holding the title. The Trustees, who had only agreed to hold the title on a temporary basis, were now keen to transfer it to KGS Garden CIC. At the 2022 KGSGA AGM, members had resolved to request the Trustees to transfer the land and other assets of KGSGA to KGS Garden CIC when the membership of the latter was nearly equal to that of KGSGA. In early 2024, the KGSGA committee had confirmed that this condition had been fulfilled and mandated the Trustees to go ahead with the transfer. At their meetings in February 2024, the KGSGA Committee called upon the Board of Directors of the KGS Garden CIC to accept the transfer, and the Board of Directors of KGS Garden CIC resolved to do so.
4. Simon stressed that this was an Extraordinary General Meeting of the KGS Garden CIC, and so no business could be transacted at it other than that specified in the Calling Notice – ie approval of the Board's decision to accept the transfer of land and financial and other assets and the re-election of the Board. He noted that 67 KGS Ltd had now submitted an application to join the CIC and that the Board would be asked to approve this at its next meeting.
5. The AGM then voted unanimously to accept the transfer of title to the gardens and the financial and other assets of KGSGA from KGSGA.

## **Election of Board Members**

6. The Resolutions passed by the founder CIC members to expand the original Board and mandate it to sign up additional member freeholds had appointed new Directors only to the end of June 2024. This EGM was therefore necessary to elect the new Board. There were a maximum of eight positions up for election, in addition to the permanent Director appointed by the freeholder of Garden House, Residential Land CEO Bruce Ritchie. All the other current Board members – Simon Glucina, Wendy Wyver, Caroline Egan-Strang, Emma Fulton, Dieter Wellmann, Mary Notaras and Susanne Gahler were standing for re-election. There was one new candidate, David Hexter of 46/47 Kensington Gardens Square Ltd. Short profiles of all eight candidates had been circulated before the meeting, and can be found at Annex B.
7. Simon welcomed the large number of nominations, noting the large amount of work currently being done by the KGSGA Committee, including: invoicing for garden rate; managing the accounts and liaising with the independent auditors to ensure probity of the finances; communication with garden stakeholders, including Westminster City Council and member freeholds; providing strategic direction to the gardeners in addition to working on a voluntary basis in the gardens; managing the keys; and organising a range of community events. He noted the benefit of continuity on the Board to retain historical memory at this crucial phase. He further clarified that it would be for the newly elected Board to elect its own officers (Chair, Secretary and Treasurer) at its next meeting.
8. Each of the candidates present introduced themselves briefly, along the lines of the profiles previously circulated. David Hexter, who was unable to attend the meeting, was presented briefly by Simon. All eight candidates were elected unanimously except for Dieter Wellmann, who was elected by an overwhelming majority, with one vote against. Simon, as EGM Chair, thanked the meeting, and stressed that the next steps of the new Board would be to complete the land transfer and to transfer the records and finances of KGSGA to KGS Garden CIC.

## **Q&A**

9. In the Q & A that followed Board members Susanne Gahler and Caroline Egan-Strang, and Moray Angus of 72-74 KGS, thanked Simon for the huge amount of work he had personally done on Land Registration. They also thanked KGSGA legal adviser Robert Barham warmly for his invaluable contribution and welcomed confirmation that he would be continuing to work with the CIC Board to complete the process.