

Company number 10227608

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS OF MEMBERS

Kensington Gardens Square Garden CIC (Company)

26 November 2025

The Members of the Kensington Gardens Square Garden Community Interest Company took note of the fact that the Freeholder of the title for the Square Block at 62 KGS (comprising Flats 30-41 of the 50 KGS development) had chosen not to join the Company. This meant that residents in those flats (who have since 2010 enjoyed access as the Freeholder had previously been happy to join the Company's predecessor entity, KGS Garden Association) have no legitimate route to gain access to the gardens. To provide a route for continued access for these residents to the gardens, two changes to the articles of association of the Company were proposed.

Special Resolution to change Article 1

A change to Article 1 is required to be passed by a Special Resolution and with **unanimous** support of all members. All Members present voted in favour at their November 2025 AGM, to amend Article 1 of the Articles of the Company, by appending the following words to the definition of 'Freeholder' within that article

'for the purposes of these articles, the Management Company for 62 Square Block shall be considered to be the Freeholder of 62 Square Block referred to in Appendix B (i.e., flats 30-41 of the 50 Kensington Gardens Square development)'

All members noted that:

- this change to Article 1 would not come into effect until all Members of the Company had in writing given support to the Resolution;
- the Directors would be charged to follow up with Members not present and voting in favour of this resolution at the AGM, and seek their vote in support of this Resolution; and
- upon votes in support being obtained from all Members, the Directors should declare the Resolution passed.

Special Resolution to change Article 9

A change to Article 9 is required to be passed by a Special Resolution with **75% of members present** at the meeting voting in support

All Members present voted in favour, at their November 2025 AGM, to amend Article 9.10 of the Articles of the Company, by appending the following words to the existing article 9.10

“The Board of Directors may grant access to any management company of a Building where there is no Freeholder who is a Member (such management company being known as an Associate Member), on such terms as the Board of Directors shall determine (to include such persons agreeing to comply with these Articles and the Byelaws and payment of a fee equivalent to the Annual Garden Subscription that the Freeholder of the Associate Member’s Building would pay), and such Associate Member shall be treated for the purposes of this Article 9 as if they were a Member, and persons resident in the Associate Member’s Building may be treated for the purposes of this Article 9 as Persons with Access Rights and may apply to become Keyholders. An Associate Member shall cease to be treated as such should a Freeholder be registered as a Member in respect of their Building. For the avoidance of doubt, in relation to the Building referred to as 62 Square Block in Appendix B to these articles, that Building is only comprised of flats in the Square Block title (i.e., Flats 30-41) ”