

**MINUTES OF THE 2025 ANNUAL GENERAL MEETING
OF
KENSINGTON GARDENS SQUARE GARDEN CIC**

Held:

**Wednesday 26th November 2025, 7.30pm
St Matthew's Church Room, 27 St Petersburg Place, London W2 4LA
(and on Zoom)**

1. The AGM of Kensington Gardens Square Garden CIC was opened, with Simon Glucina chairing the meeting. The articles of association of the CIC state that a quorum is 7 members. The meeting was quorate with 17 of the 26 paid up freehold members present in person or by proxy. The attendance register is at Annex A to the minutes. Apologies were received in advance from Margaret Newman (24-25 KGS) and Alex Peter (70 KGS), Secretary of the CIC.

Approval of minutes

2. Caroline Egan-Strang requested two changes to the minutes Draft Minutes for the 2024 AGM of the CIC's predecessor organisation, KGS Garden Association: para 2 to be changed to say that when AGM minutes are completed, they be posted on the website *and* this be referenced in committee communication to the community; and in para 12 in relation to seating in the small garden, that the words 'with arms' be added after the word 'seating'. These were agreed and minutes approved. The Draft Minutes for the 2024 AGM of the CIC were also approved.

Chair's report

3. The Chair presented his report, stating that it had been an excellent year in the gardens, helped by particularly good weather from early spring well into autumn, which had contributed to beautiful presentation and great enjoyment for everyone using both gardens. He noted that this was the first full year operating as a CIC with Residential Land on the committee, which had gone well. He also noted that the ambitious plans set out in the budget agreed in February had been largely achieved. He then picked out some key highlights, which included:
 - In the Large Garden, there was major investment in the paths, with new gravel laid throughout. Thirty 800kg bags were moved in the weeks leading up to London Open Gardens, mostly by the gardening team with help from residents. This year also saw a record amount of new planting—the largest order in several years—and another beautiful spring bulb display, particularly in the southern section of the garden. Huge thanks were given to Dieter for all his work and support.

- The Small Garden also had an excellent year, with rich colour and dense planting from spring into early summer, making it a lovely space to explore at its peak. It was also included as a distinct entry in the London Open Gardens catalogue, which brought a significant increase in visitors. Heartfelt thanks were extended to Susanne and Sigrid for their ongoing efforts.
- The Chair noted that it had been a strong year for community events. The summer BBQ and party were very well received, Shakespeare in the Squares attracted a record turnout, and London Open Gardens weekend also brought record numbers. Monthly coffee mornings continued to be extremely popular and provided a wonderful way for residents to engage — helped along by the fact that they always seemed to fall on sunny mornings and are beautifully hosted. Special thanks were given to Emma and Dieter, with appreciation to Emma for her energy and leadership.
- The electronic key system is now in its third year and continues to run smoothly. Around forty keys are issued annually, which requires considerable work and offers an opportunity to welcome new residents to the Square. Thanks were given to Sigrid, Susanne and Mary for managing this significant job. The Chair also offered special thanks to Mary, who is stepping down from the committee due to family illness overseas. She played an important role in the transition to electronic keys and contributed to the Small Garden; she will be much missed.
- The Chair welcomed two new committee members who have already made a strong contribution: Donata Invernizzi, Treasurer, whose financial expertise has been invaluable and who led the audit for the CIC's first-year accounts; and Alex Peter, Secretary, who helped organise the AGM despite demanding Foreign Office commitments. The Chair also thanked Wendy Wyver, Secretary of the former KGS Garden Association, for continuing to support administrative duties—including billing and the preparation of minutes—while the Association was being wound up.

(Tim Tasker (27-28 KGS) asked whether the CIC was meeting the requirements of a community interest company. He was concerned that the constitution entitles members (in general, the companies owning the freehold title to each building) and not keyholders to vote at AGM. He questioned whether the community test for a CIC was being met and whether adequate stakeholder consultation was taking place and stated that he felt that there were barriers to leaseholders and renters gaining committee membership. Following this, Phil Hitchcock (62 KGS) also stated that the role of freeholders seemed antiquated and needed reform.

Lola Ganzarolli (66 KGS) expressed concerns with the 'KGS community' WhatsApp group, not associated with the CIC, but which had been established by some present at the meeting. She stated that she had been removed from that group, unjustly in her opinion, and felt that the dialogue there included gossip about her family and there was a need for open communication. She also noted that several others had been removed from the group previously, without notice and no reason given, that others in the community had not been permitted to join the group, highlighting in that her view that the WhatsApp group was non-transparent and non-inclusive. Simon mentioned that this was relevant from the perspective of a CIC, as a dialogue facility is one of the methods mentioned in the GOV.UK CIC guidance notes that can contribute to stakeholder engagement, and the CIC could potentially set up a WhatsApp group if there was dissatisfaction with other groups, with aim to make it inclusive

and transparent. Shaw Warnock (58 KGS) stated that should such a group be established, WhatsApp should not become the only communication mechanism employed by the CIC. Others stated that they would see it as a complement to existing communications including email and not a substitute, but that clear rules would be needed.

Simon responded to the earlier remarks regarding the CIC's governance and structure, saying that the choice of a CIC entity was made 10 years ago to confer land ownership capacity. It was also chosen to ensure continuity of the structure employed by KGSGA which had been so successful in achieving stability in development of the gardens, as well as funding from the community, to turn a neglected Square into the wonderful community resource it is today. A CIC entity was also seen as beneficial due to its asset lock feature, which prevents the sale of land - meaning a situation such as that seen at Princes Square (where persons, who some felt were in a trustee position, had sought to sell the gardens for private gain), could not occur at KGS.

Simon mentioned that like many CICs, our CIC had a dual stakeholder structure, with a group of members and with a specified community group benefiting (in our case residents in the Square). He did not see there being any risk of the CIC community benefit test not being met given that the upkeep of the gardens was so obviously for the benefit of community residents. [With reference to the GOV.UK CIC guidance which Simon had to hand](#), he also said that the CIC engaged in multiple methods of stakeholder engagement in line with the guidance, so this should not be an issue. Engagement methods included an email newsletter, the AGM, as well as a summer party and monthly coffee mornings attended by residents. There was potential to also add a WhatsApp group in line with earlier discussion, or, as suggested by Eilidh Middleton (60-61 KGS) a website forum.

Wendy Wyver (70 KGS) emphasised the importance of maintaining the current structure, noting that it was chosen to ensure stability, security of financing and community representation. She also stated that she was not, having for many years undertaken the role of Secretary of the CIC and KGSGA, aware of any case where someone who was eligible and wanted to join the committee had not been elected. She stated that she had on multiple occasions successfully assisted gaining nominations where the candidate did not know the relevant freeholder. The problem more typically was an absence of interest in standing from residents. No one in the meeting could name any person who had chosen not to put their name forward to stand for election to the committee due to the nomination process.

Phil Hitchcock wondered whether the payment for garden access could be from keyholders instead of freeholders, citing the use of electronic key systems such as that employed in Norland Square. Simon mentioned that unlike RBKC (where Norland Square lies) Westminster did not offer collection of garden rate as part of council tax, meaning the administrative burden was on the committee, and it was not realistic for resource reasons for the committee to invoice, chase and collect annual payments from 200 keyholders. Susanne Gahler mentioned that the process of updating key access privileges even for electronic keys is very time consuming. Olga Gonzalez (62 KGS) and most others in the meeting agreed.

Wendy also mentioned that it was not possible to achieve constitutional change of this kind without the unanimous approval of all members; she felt her freehold would be unlikely to support it because of the strengths of the current structure which had been so successful and as previously stated avoided undue administrative burden on volunteers. Jonathan Smith (86-92 KGS) agreed that the Residential Land freehold would also be unlikely to support any such change. The discussion ended with no action items arising, apart from the committee exploring the establishment of a WhatsApp group or website forum with transparent moderation and rules to ensure everyone would be welcome.)

Large garden update

4. Dieter Wellmann reported on the status and progress of the Large Garden.
 - He began by thanking the volunteers who work tirelessly throughout the year on maintenance, watering and general upkeep. He noted that the largest project this year was the gravel replenishment, completed earlier in the year; the previous time this work had been carried out was roughly 12 to 15 years ago.
 - Dieter explained that the garden continued to follow its core principles: maintaining soil and microbe stability, improving biodiversity, trialling plants that can thrive under increasing climate pressure and supporting local wildlife. All plant material from both gardens continues to be recycled for composting. This summer's new planting involved around 52 varieties, which are being tested in different locations to see which perform best.
 - He also provided an update on the large chestnut tree, which has shown signs of dieback for the past two seasons. The committee and the Westminster City Council tree officer have been monitoring it closely, and it now appears that the tree has finally failed, with no new spring growth. It will likely be removed in late spring, with the wood repurposed throughout the garden, and a replacement tree will be required.
 - Looking ahead, major work will focus on rebuilding the compost structure—which has been in place for more than 12 years—and on lawn care. Dieter closed by emphasising that he continues to prioritise the most cost-effective approach to maintaining and improving the garden.
 - *(Caroline Egan-Strang questioned whether climate change had any repercussions for future planting. Dieter replied to say this was not clear yet.)*

Small garden update

5. Susanne Gahler added that the small garden continued to receive new plants, including a mature new magnolia tree thanks to a generous donation by Sigrid Thumfart. The garden was well used, with 12 newly painted chairs and 3 tables in different areas accommodating residents. During the London Open Gardens event several visitors commented on the fact that the small garden with its dense planting created a micro- climate with plants thriving even during winter. Eilidh Middleton noted the numerous new birds the small garden attracted.

- *(Caroline Egan Strang asked whether the committee had put in place environmental principles across the two gardens. Susanne responded by saying these were well understood, such as avoiding chemical fertilisers and using organic compounds, and noted that these principles are consistent across both the small and large gardens. Caroline encouraged the Board's thoughts on this subject and any horticultural principles being published on the CIC website.)*

Community and Social Report

6. Emma Fulton began by stating that monthly coffee mornings continued throughout 2025, held on the first Sunday of each month. Attendance has been strong, with residents contributing home-baked items as well as items sourced from local Westbourne Grove bakeries.
 - The garden participated again in London Open Garden on 8th June 2025, with a total of 385 visitors, compared with 196 the previous year. This year the small garden was also open to London Open Gardens ticket holders with a complementary listing which had helped numbers. She thanked Dieter Wellmann for assisting with visitor enquiries on plants and garden maintenance and noted that next year's event will take place on Sunday, 7 June 2026.
 - The garden hosted the annual Shakespeare in the Squares performance, which this year was *The Taming of the Shrew*. A total of 270 tickets were sold, and the event was sold out with a waiting list. She expressed thanks to Wendy Wyver and Christian Lund (70 KGS) for providing a Green Room for the cast. The 2026 performance is scheduled for Saturday, 27 June 2026 at 5pm. Further details will be shared when available.
 - The Summer Garden Party was well attended, with significant contributions of food from residents. She noted that weather conditions were favourable and the event was considered a success. Special thanks were given to Dieter for his logistical support for residents hosting events, including assistance with gazebos and furniture.
 - Dieter noted that 29 private resident events were held in the garden during the year, in addition to the main community events supported by the committee.

(Eilidh Middleton suggested that a film evening in the garden could be organised, although this may prove a technical challenge (no electric supply on site). A musical evening in the summer, such as inviting a jazz quartet was also suggested. Caroline asked whether the amounts raised from garden parties could be put to social events rather than applied to the gardens. Simon replied that indeed it had been the longstanding policy of the committee that such payments go towards upkeep of the gardens. This was because the objects of the CIC are the maintenance and preservation of the gardens for the benefit of residents and we needed to respect that direction. Only relatively small amounts were applied to coffee mornings and the garden party. The policy of using funds this way also had the benefit of keeping the garden rate down, particularly important as the social housing landlords often struggled to pay or justify paying the garden rate.)

Treasurer's Update

7. Donata provided an update on the finances of KGS Garden CIC, as follows:
- The 2024–2025 Financial Statements prepared and audited by the accountants were approved by the CIC Board a few days ago. A draft version had been available on the Garden CIC website, and this will now be replaced with the final approved version.
 - Donata explained that this has been the first year of operation for the CIC, following the transfer of assets and activities from the KGS Garden Association on 21 October 2024. The surplus shown in the accounts reflects the funds transferred over from the Association, representing accumulated surpluses from previous years, rather than money generated during the period. Further detail can be found on Page 10, Note 3 (“Revenue recognition”) to those accounts.
 - For the 2024–2025 period, total income was approximately £65k, with spending of around £24k, leaving a surplus of about £41k. This surplus is being kept as reserves to support future projects and ensure financial stability.
 - Last year’s AGM reported a deficit of roughly £36k due to one-off costs in the 2023–2024 year, so Donata noted that it is very positive to now be in a strong surplus position for the year ending March 2025.
 - In terms of financial performance this year, from April 2025 to date, total expenses have been around £29k, including:
 - around £15k for gardening maintenance,
 - around £10k for gravel, plants and bulbs (£8k large garden / £1.5k small garden),
 - around £4k for accounting and the audit of last year’s accounts.
 - Donata noted that a resolution is on the agenda to remove the requirement for a formal audit while retaining the use of an external accountant, which would reduce the annual cost from £4k to around £1k going forward.
 - On the income side, £35,000 had already been received from garden rates, with around £2,700 still to come, plus about £3k raised through social events and key deposits. We therefore have approximately £9k remaining surplus to cover costs until the end of the reporting year in March 2026.
 - *(Caroline Egan-Strang raised the question about the long-term budget allocation to the small as compared to the large garden. Susanne responded that the small garden continues to make up no more than 15-20% the total garden expenses. Caroline also asked whether there was advantage to buying in bulk from retailers across both gardens. Susanne responded that while this was sometimes possible, greater savings are often obtained from wholesalers where we are a relatively small buyer (so no bulk discounts), and so this can be preferred. Tim Tasker asked why the surplus and deficit figures had changed significantly between years. Simon explained that the 2023/24 deficit was planned due to investment projects communicated at the time. The 2024/25 CIC accounts are unusual as they incorporate only six months of*

operations and all cash transferred from the Garden Association is recorded as income. Tim also asked how the payments for key deposits were handled in the accounts. Susanne explained that of the £80 payment received, £30 was treated as income, while the remainder (£50 deposit) was banked and recorded as a liability given that it was returnable to a keyholder on return of that person's key should they leave the Square.)

Garden rate adjustment

8. Donata went on to say that a recent Board committee meeting, a 4.8% increase in garden rates was proposed, taking the rate to £760 per frontage for 2026/27 (currently £725), with the usual 25% discount for social housing. This increase reflects inflation (roughly 3.5–4%) and increased costs associated with manual leaf clearing (rather than using leaf blowers) in the autumn.

Special Resolutions to amend the Articles of Association

9. Simon Glucina explained that the committee was seeking member approval on two proposed changes to the CIC's Articles of Association. These were: first, removing the requirement for formal audited accounts; and secondly, allowing residents of the 50 KGS Square Block (Flats 30–41, referred to as 62 KGS) to retain access to the garden, despite the freeholder declining to join the CIC.

Removal of the formal audit requirement

10. Simon noted that the current Articles require a full audit of the CIC's accounts each year. Historically, KGS Garden Association was not required to and never undertook a formal audit, and the wording that introduced the requirement into the CIC's Articles appears to have been added inadvertently. A full audit costs around £3k, in addition to approximately £1k for standard accounting. The committee had originally proposed removing the audit requirement at last year's AGM, but agreed to carry out one audit for the first CIC financial year given the transition. The audit had been completed, resulting in a clean and positive report. The auditors also advised that a formal audit was not necessary for an organisation of our size and that externally prepared accounts would be more than adequate going forward. The Chair read the wording of the special resolution, and members voted in favour of it unanimously.

Garden access for residents of the Square Block

11. Simon then outlined the second proposed amendment, relating to maintaining garden access for residents of the Square Block at 50 KGS. The freeholder of that property had chosen not to join the CIC, which had the effect of removing legitimate access rights for those residents. The freeholder was the only member of KGS Garden Association not to carry over membership to the CIC. The CIC and residents have spent a significant amount of time trying to resolve the issue, but the freeholder has been unwilling to change their position. Simon thanked Elena Fabritius, Olga Gonzalez and Richard Morley for their work and support over many

months. Working with lawyers and with the Management Company for the Square Block, a solution was developed that required changes to the Articles. Simon explained that some changes required unanimous approval, while others could be passed by special resolution (75% of those present at the AGM). The proposal had two parts:

- A. Changing the definition of “Freeholder” to allow the Management Company to act in place of the actual freeholder. This change requires unanimous consent of all members. As not all members were present, the CIC did not expect the resolution to be passed at the AGM, but would record support from those attending and continue to gather approval over the coming year from members not present.
- B. Creating a new category of “Associate Membership”, which would allow Square Block residents continued garden access while the Management Company pays the garden rate. Once unanimous approval is secured, the Management Company would convert from Associate to full Membership.

The Chair read out the resolutions and all members present voted in support, with no votes against.

(Richard Morley (62 KGS) thanked Simon for his personal efforts in developing a solution and ensuring residents retained access. Olga Gonzalez echoed this and thanked the Chair for his persistence on behalf of Square Block residents.)

Election of Directors

12. The Chair then held the election of directors, with refence to the bios that had been distributed ahead of the meeting. All 6 nominees received strong support from the members present in a show of hands and were elected for two years to the AGM in November 2027. Voting was unanimously in support, other than where indicated:
- Simon Glucina – 3 votes against
 - Dieter Wellmann – 1 vote against
 - Susanne Gahler
 - Donata Invernizzi
 - Emma Fulton
 - Ana Horhoianu – 1 vote against

Sigrid Thumfart, Alex Peter and Bruce Ritchie were not required to stand for election at this AGM and would continue as directors

Signed as a true record:

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(Simon Glucina, Chair)

Date:

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Annex A: Attendance Register