



LEYBOURNE CHASE
COMMUNITY

Minutes of AGM Meeting 19/03/24

**LEYBOURNE GRANGE MANAGEMENT COMMUNITY INTEREST COMPANY
("the Company")**

REGISTERED OFFICE ADDRESS:

82 Hawley Drive, Leybourne, West Malling, Kent ME19 5FL

DATE: 19th March 2024

LOCATION: The Pavilion, Hawley Drive

TIME OF MEETING: 19:00

AGENDA:

- Discuss and vote changes to the Articles
- Receive the 2022 audited accounts
- Receive Chairmans report & Preim's report

PRESENT:

Leybourne Chase CIC; Nic Bowler, Director
 SallyAnne Logan, Independent Chair
 Mark Dodson, Interim Management and Finance Support
 Lucy Chapman, Finance and Admin Assistant
 Stephanie Papie, Events Coordinator
Preim; Cameron Maguire & Tatum Michaels-Carter

APOLOGIES; David Harris, Director

IN ATTENDANCE: Leybourne Chase Residents

**THE AGM DID NOT TAKE PLACE AS QUORUM WAS NOT
REACHED (28 VOTING MEMBERS ATTENDED – 44 REQUIRED)**

INFORMAL Community Meeting Notes

Please note: as promised to residents ahead of the meeting, whilst the AGM was not quorate, an INFORMAL meeting continued until approximately 9pm. The notes below are a high-level summary of the questions asked, responses given and outcomes of discussions.

The powerpoint presentation delivered at the meeting is provided alongside these notes on the website and can be found [\[here\]](#). These notes should be read in conjunction with the presentation.

Nic welcomed those present to the meeting and handed over to SallyAnne to begin the informal community meeting, having announced that the formal AGM could not take place.

SallyAnne started off by explaining the importance of meeting quorum and what quorum for LGM CIC means. Without achieving quorum, resident members cannot make decisions on matters which are reserved for a resident member vote such as changes to The Articles of Association (the organisations governing document). If quorum cannot be achieved on an ongoing basis, the effectiveness of the organisation and its ability to move forward is potentially at risk. This means we all have an interest in encouraging resident members to attend & vote.

Those present were concerned by the announcement that leaseholders are unable to vote. SallyAnne explained that until we can achieve quorum at an AGM or EGM meeting, a new set of Articles cannot be agreed, meaning the quorum number and membership rights cannot be changed, leaving us in a challenging predicament with our governance. Preim commented that the quorum at Leybourne is unusually high. Most other sites, the quorum is much lower at say 5% of resident members.

There will be another AGM in September to present the 2023 accounts. Ahead of this AGM, the Board intend to review The Articles further for additional amendments, including seeking to change the quorum and ability of leaseholders to vote. There are also other ways to modernise the Articles to bring about more effective governance, whilst remaining in the spirit and intent of the Community Trust Declaration.

1. Notes and Outcomes - Quorum

Question; Why can't leaseholders vote?

Resident membership runs with the freehold of properties. This means that a freeholder, regardless of how many properties they own, only gets one vote. Leaseholders do not own the land and therefore the inference from the Community Trust Declaration is that they therefore cannot be a member and vote. This is the advice received from the CIC's solicitors.

Question; What is the point in paying to be a member if I can't vote?

You do not pay to be a member. The payment is for your service charge to maintain the estate. However, it is accepted that residents would want to see a link between the two as residents want to influence where the service charge contribution is spent. This link however is not specified in the legal documents as they stand.

Residents commented that they are leaseholders and have signed a membership form. SallyAnne asked residents to provide the information regarding this as it will be helpful in the discussion with the lawyers to establish the correct position. There may be an anomaly between the Community Trust Declaration/Articles and the conveyancing documentation which is provided at purchase. The CIC will work this through with lawyers and look to resolve in the amended Articles.

Question; What happens if we don't have quorum at the next meeting?

- The AGM will be adjourned and a new date set but it is likely we will still hold a community meeting, regardless
- We won't be able to vote on the new Articles so the existing Articles will still stand until such time as we can achieve Quorum
- Members can use proxy votes BUT 43 resident members (if we continue with the position that leaseholders cannot vote. Circa 73 resident members if leaseholders can vote) must still be present at the meeting to enable the vote to take place.

2. Notes and Outcomes Finance

Mark talked through the Finance slides.

Question; What has happened to the 55% of people who haven't paid their service charge from 2022?

- Preim are in the process of securing the 2023 accounts which will be handed over from DMG. Mark explained that service charge debt remains with the property and any property with this debt cannot be sold until debt is paid. However, once Preim have the reconciled accounts, they will be following up with those households who haven't paid to secure payment.

Question; Was there £14,000 in tax?

- LGM CIC was taxed on the profits that were made in 2022 accounts, we are still working on 2023 accounts.

Question; How far off breakeven are the community facilities (Community Centre & The Pavilion) in terms of how much it costs to run them & what the income is from hiring out?

- 55% of the income that comes in is surplus, the other 45% is going across to offset the costs which are in the service charge
- The income passed across to offset the service charge cannot be more than the costs that are incurred to operate the facilities
- Mark explained that in the past 100% of income stayed within LGM CIC, but to make things fairer, LGM will offset some of that income to the service charge
- This change means that there will be no resident discounts for hire of the facilities due to the fact that residents the surplus income has offset the service charge bill and therefore residents are not paying twice.

3. Notes and Outcomes Plan for 2024

Question; Whose idea was it for the allotments/Care Farm project?

- We understand that the request for the allotments was a clear outcome of the 2022 community consultation. However, nothing is agreed yet as there is further work to be done to establish whether the project is possible due to land Planning designations and resolving some key matters such as where those visiting from outside the development will park. A business case will be prepared and presented to the Board
- Leybourne Parish Council has committed £35k to supporting the allotments, community garden and dog walking area
- The Lainey's Care Farm project is a fantastic idea and will generate income to the CIC as well as provide opportunities for local residents to volunteer and learn about animal welfare. This project will also be progressed once the land designation has been established and therefore whether there is a need for a Change of Use application with TMBC.
- SallyAnne & Mark are providing interim management and operational support which will reduce over the next few months. SallyAnne will remain as Independent Chair for up to 18 months, depending on the requirements of the new board
- The CIC has launched the recruitment process seeking new residents to step forward to be directors. We are ideally looking for a minimum of five directors to provide some resilience and continuity. Residents are encouraged to contact SallyAnne or Nic if they have any questions
- There are plans to recruit to the LGM CIC Senior Role over the next few months. The job description however is still under discussion
- Stephanie will be working to increase the income of facilities to maximise their usage and to provide funding to do other projects
- The three cows are now owned by the CIC. The sheep are not. The Board has agreed with the resident volunteers that they will care for them for around three months until the Board can make an informed decision on their future. All options for caring and maintaining the land are being considered alongside the many benefits of having animals on site. The board does of course have to weigh up the costs, risks and other implications involved such as staff expertise/resourcing against the benefits. Once the business case is complete, the CIC may do a short resident survey to assess the level of interest/commitment from residents in keeping the animals to inform the Board's decision
- The 2023 AGM will be held around September 2024
- The future of the empty premises next to the community centre was raised. LGM CIC would welcome the opportunity to make use of this space and it is likely that this will be explored as part of the business plan process.

4. Preim Presentation

- A new app where residents can report any issues will be launched in 2024
- Preim are working on the handover from DMG and are still reconciling accounts. Handover is likely to take circa six months
- They are dealing with historical issues to make sure these are fixed
- Preim won't take over the landscaping around The Manor House (Phase 6) from TW until snagging is complete to a quality Preim/the CIC are agreeable to
- Cameron explained that Preim are a different management company to Trinity, who look after the Manor House building and its interior (apart from the communal heating system) and the leasehold flats around the development. Residents should contact Trinity for any issues in this regard.

The meeting closed at 9.00 pm.