



LEYBOURNE CHASE COMMUNITY

Notice of AGM and Notification of appointment of Directors

Dear Resident,

We are delighted to invite you to the **AGM (previously adjourned in December)** for Leybourne Grange Management CIC on **19th March, 7pm at the Sports Pavilion**. Below is important information that relates to the AGM and we ask that you read it in full.

On the 19th March we will also be holding a **community meeting** to discuss with you, our residents and members the priorities for the CIC in 2024 and to hear from you any ideas and matters which you would like to share.

Please note that as the AGM was adjourned, we have to adhere to the original AGM agenda at this meeting which includes proposals for approval of the new draft Articles. We realise this may be confusing as since publication of the agenda, Homes England have ended the EP Period and therefore the principle reason for updating the Articles to allow more directors on the Board is not now required. Nevertheless, we have to follow due process.

The AGM and Directors

As you may recall when you purchased a property on Leybourne Chase you were required to enter a Deed of Covenant and Deed of Adherence. This is where you agreed to contribute to the upkeep of the community facilities, comply with certain restrictions and agree to participate in the management of the company through your membership and/or of the company itself as a director.

Updated Articles

In December we circulated updated Articles of Association which were intended to make them more practical and to enable us to increase the number of residents who can be Directors of the Company. However, as the English Partnership Period has now ended, which was triggered by Homes England stepping down as a member of the Company, we no longer have any cap on the number of Directors we can appoint. We do not therefore require the new Articles to be passed to increase the number of seats on the Board however, there were a couple of other changes too (please see below).

We would like to update our Articles further in the future, but this is not now so time sensitive given we can appoint more Directors to support those already in place.

Appointing Directors

In order to conduct any business at an AGM a quorum of 75 households must be present. We were not able to achieve this threshold for the meeting scheduled in December. The meeting was therefore adjourned until **Tuesday 19th March at 19:00** at the Sports Pavilion.

The AGM Pack and Income Accounts which related to the AGM were circulated in December. This AGM Pack has been updated and includes the same accounts but with an updated letter (this letter) together with the proposed revised Articles.

In the absence of a quorate AGM in December, we are writing to all Members once again, to give notice of the current Directors and those who have resigned. Following previous calls for volunteers, we have a number of residents interested in joining the board with whom we have been in contact. We are currently in a period of transition and hope to put forward our plans and process to recruit new directors on the 19th March as part of the community meeting.

In future years we may seek to ratify the appointment of Directors at an AGM but to do so would require a quorate AGM. In the meantime, we will continue to write to you and notify you of any changes to who sits on the Board.

Nic Bowler
David Harris
Jon Hitchcock (resigned January 2024)
Greg Ward (resigned January 2024)
SallyAnne Logan (independent (non-voting) Chair, appointed January 2024)

FAQ on AGM and draft Articles

We have been made aware that some of you do not have access to your original articles and Community Trust Declaration, so we have uploaded these onto our website, so you are able to review them against the new ones.

Why were we proposing a change to our Articles?

We wanted to adopt new Articles which have been drafted by a specialist law firm who work with community stewardship organisations to make the operative provisions clearer to increase participation from Members and attract additional Directors. A key motivator was to increase the number of seats available on the Board though we now know this will not be necessary as the English partnership period has ended.

Who can be a Director under the draft articles

In both version of the articles the following is true:

- Only Members can be Directors, only Residents can be Members
- The terms around Member Organisation' refer to the Housing Association (HA) who is a Member of the Company representing the HA units on the site
- Only Members can vote at the AGM.

There is a **new** provision to exclude Members if their Membership is currently or will be harmful to the interests of the company. This provision enables Directors to remove a Member only in this instance. This term was incorporated by the solicitors to protect the Company and the other Members. It is not included at the request of the Board. If we want to update the articles in the future we need not include this provision if it is something the Members are unhappy with.

What happens if the draft Articles are not approved at the AGM?

For now, the existing Articles will remain in place but as we have previously mentioned, the Board will look to update these at a future AGM.

Voting

There is only one vote per household, technically the first person listed on the register of members can vote on behalf of the household (listed alphabetically on first name) however we will accept either party registered to the address attending the meeting and voting with the others agreement.

75 households need to be present or have given a proxy vote for the meeting to be quorate. Registering your attendance via the QR Code/email is therefore important to help us establish whether we are likely to be holding a quorate AGM. If we cannot hold a quorate AGM, we will still hold the separate community meeting where no quorum is required.

If you live in a shared ownership property, then you are entitled to vote as a Member of the company. Likewise, if you are a tenant in a Housing Association property then as your housing association is not appointed as a Member of the Company to represent your views, we will enable each household to register a vote directly.

Yours faithfully

Nic Bowler and David Harris
Directors of The Board of LGM CIC

If you wish to appoint a proxy

As a Company Member you are entitled to appoint a proxy to attend and cast your vote at the adjourned AGM.

If you had already appointed a proxy for the AGM on 18th December, your proxy will continue to be valid unless you tell us otherwise.

If you have **not** previously appointed a proxy for the AGM, and you would now like to do so, you can appoint a proxy using the form below.

A proxy does not need to be a Member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in the notes and by using the proxy form below. To assist, the proxy form below provides the option to appoint the Company Secretary as your proxy.

If you do not give your proxy an indication on how to vote on any resolution, your proxy may vote or abstain from voting at their discretion.

LEYBOURNE GRANGE MANAGEMENT COMMUNITY INTEREST COMPANY ("the Company/CIC")

REGISTERED OFFICE ADDRESS:
82 Hawley Drive, Leybourne, West Malling, Kent ME19 5FL

ANNUAL GENERAL MEETING – NOTICE OF ADJOURNMENT

Notice is hereby given that the Annual General Meeting called for Monday 18th December 2023 has been adjourned due to a lack of quorum. The adjourned AGM will now take place at the **Sports Pavilion Bannister Way, ME19 5SA on 19th March 2024 at 7pm**

The meeting will consider the following resolutions, as proposed in the original notice of AGM:

1. To approve the following special resolution:

SPECIAL RESOLUTION:

"THAT the Articles of Association of the Company be rescinded in their entirety and replaced with the version attached to this Notice"

2. To receive a presentation of LGM CIC projects and activities to date presented by Nic Bowler the Chair of the Board of Directors of LGM CIC.
3. To receive a presentation from Cameron McGuire the Regional Client Manager for Preim Ltd on what services they will offer the development in 2024 when they take over from DMG Estates as Estate manager of the community assets owned and managed by LGM CIC.
4. To receive the annual accounts and the report of Directors.

Registering to attend the AGM.

Please complete an online registration by using the link below or scanning this QR code with your phone. If you do not have access to either there is a paper form at the end of this document which can be posted to the Community centre or sent via email to info@leybournechase.org.



<https://forms.gle/BovsAehjciSZXsDm7>

Company Number: 6977866
A Company Limited by Guarantee
Registered in England

LEYBOURNE GRANGE MANAGEMENT COMMUNITY INTEREST COMPANY

("the Company/CIC")

COMMUNITY INTEREST COMPANY LIMITED BY GUARANTEE

PROXY FORM

Before completing this form, please read the explanatory notes below

I /We.....[INSERT FULL NAME[S] IN BLOCK
CAPITALS]

being a member of the Company appoint the Company Secretary or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the adjourned Annual General Meeting of the Company to be held at 19.00 on 19th March 2024 at the Sports Pavilion, Bannister Way, ME19 5SA.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X' (see note [6] below).

| RESOLUTION | FOR | AGAINST |
|--|------------|----------------|
| SPECIAL RESOLUTION: "THAT the Articles of Association of the Company be rescinded in their entirety and replaced with the version attached to this Resolution" | | |
| Receipt of Chair's Update | | |
| Receipt of Preim Ltd presentation | | |
| Receipt of Accounts and Directors Report | | |

Signed by:

Company Member name:

SIGNATURE OF INDIVIDUAL MEMBER

Date:

Where two or more Members exist either Resident may complete the attached with the agreement of the other Resident.

NOTES

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the Company Secretary, delete "Company Secretary" and insert their full name in the space provided. If you leave this space blank, the Company Secretary will be appointed your proxy. Where you appoint as your proxy someone other than the Company Secretary, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

5. To appoint a proxy using this form, the form must be:

- a. completed and signed by you or your attorney duly authorised in writing;
- b. sent or delivered to the Company at Leybourne Grange Management Community Interest Company, Community Centre, 82 Hawley Drive, Leybourne, West Malling, ME19 5FL; or
- c. sent by attaching a scanned copy of the signed document to an email and sending it to Leybourne Grange Management Community interest company; and
- d. be received by the Company no later than 19.00 on 17th March 2024.