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

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

**EXTRAORDINARY GENERAL MEETING**

# *Minutes*

**Sports Pavilion Bannister Way, ME19 5SA AND as a HYBRID meeting**
**Tuesday 21st January 2025 at 6.30pm**

**The meeting considered the following items:**

1. To receive and vote on an amended set of Articles of Association (draft attached)
2. Provide an update on LGM CIC priorities for 2025

Present; Nic Bowler (NB) (Chair of the Meeting), Clare Leyden (CL), Malcolm White (MW), Manoj Koothur (MJ), (Directors of LGM CIC)
SallyAnne Logan (SAL) Independent Chair
Mark Dodson (MD), Finance and Management Consultant
Residents Members of LGM CIC (61)
Corporate Members of LGM CIC including Lorraine Hawker from Clarion Housing
Partners of LGM CIC including representatives of Leybourne Parish Council, TMBC and Leybourne Youth Football Club
Tatum Michaels-Carter & Cameron Maguire (Preim and Company Secretary)

Apologies: Greg Ward (GW) (Director of LGM CIC)

1. **Welcome (6.30pm)**

NB welcomed those present (online and in person) to the meeting and explained that we were not currently quorate and could not therefore begin the formal part of the meeting (ie make the formal proposal to amend the Articles of Association and conduct the vote). NB explained that we must wait half an hour from the start time of 6pm before adjourning the meeting and it was proposed therefore that the meeting continued with the recorded presentation to help residents understand the key changes proposed.

NB explained that the meeting is strictly for the one item of business and any other matters can be picked up at a Community Forum in a few weeks time or speak to any one of us outside of this meeting.

If we achieve quorum, we will announce a provisional result tonight, following which background checks will be undertaken to ensure that those online are resident members and therefore able to vote and that there is only one vote per household. The result will be announced before the end of the week.

*As the presentation was being set up, a quorum (10% of resident members present plus the presence of Clarion, the name affordable housing providers) was achieved.*

NB therefore formally opened the EGM at around 6.10pm

2. **Presentation on the Proposed Changes to the Articles of Association (Powerpoint with voiceover)**

Please refer to the presentation for content and explanations given.

3. **Question and Answer Session**

A summary of the questions asked and responses is provided is given below. Please note this is not all inclusive;

| Question | Response |
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| What is the logic of moving from five to two directors achieving quorum? A quorum of three would seem more appropriate.<br><br>Who makes the call as to whether it is justified to make a decision or not? | Two in a meeting achieves quorum and you need both people in the meeting to agree to make a decision.<br>There is a level of judgement here; directors would consider whether the item was a major decision or not and make a call about whether to move forward a decision or not.<br>SAL commented that she would advise directors appropriately and that if directors didn't agree that decision can be called back in at a later date. NB commented that all directors receive papers ahead of a meeting |

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| Concern was raised that currently residents have confidence in the current Board. How can residents be assured that in the future all directors would be as trustworthy and make the right decisions? | so can comment appropriately.<br><br>SAL commented that the chances of all five+ directors not being trustworthy is highly unlikely. It is possible, but unlikely.<br><br>It is also possible for electronic decisions require all five directors to receive the item and all have to vote the same way. |
| Are we voting on the proposals as a single package or can we raise items that we don't agree with and still vote? | It is a single package vote – all or nothing. Company Law does not allow substantial amendments to be made to an EGM item which would change the essence of the Articles. If there are minor changes such as words around the wrong way, that is fine |
| Are all directors residents? | Yes in the main – directors must either be a resident members or a nomination from Clarion. We have other Members currently such as Clarion and TW. TW are freehold owners of blocks of flats. It is the freehold owner who has the right to be a member and therefore vote. (see belowre leaseholders).<br><br>Current directors are all residents. SAL is a non-voting Independent Chair (not a director) and is non-voting. She does not live on site. |
| Do all directors have to vote the same way for a decision to be agreed? | Currently, yes. However, Clause 13 of the new Articles states a decision must be either a majority decision or subject to Article 19 and in line with the CTD. Electronic decisions must be unanimous. |
| Could the quorum be revisited in the future? | Yes, in the same manner as this EGM has |

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| | been conducted. It must be an EGM due to the fundamental nature of the decision required. |
| Who calls an EGM/AGM? | Members can **ask** directors to call an EGM/AGM but **only directors** can actually call the AGM/EGM as a formal meeting. |
| If a member is in dispute with Trinity over a valid query relating to the SC, would membership still be removed?<br><br><br><br><br><br><br><br><br><br><br><br><br><br><br>If there is an ongoing dispute prior to Preim's contract, is that still valid?<br><br>If membership is removed is there a process for it to be returned? | SAL commented that it would not be with Trinity, Preim are our managing agent.<br><br>The Board would make the decision about whether membership was removed based on the facts. If a valid query was present, then it is unlikely that membership would be removed but if a resident simply has not paid their service charge for no valid reason, then the board can decide to remove that membership.<br><br>Residents would have 14 days notice of removal of membership (and therefore right to vote) and to make representations to the CIC. NB commented that there are processes ahead of this for debt collection.<br>Yes.<br><br><br>Membership can be (and would expect to be reinstated) once the debt was cleared. |
| Are current directors in favour of these changes unanimously? | NB answered, yes otherwise we would not be bringing these proposals to this meeting |
| Are leaseholders of flats (not social housing tenants) able to vote in the new Articles? | Yes. Leaseholders are members as is currently the position. Affordable housing tenants cannot vote hence Clarion being the |

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| | named affordable housing representative representative. LGM CIC plans to do much more with Clarion to include representation from these affordable housing tenants to ensure their voice is heard and included through other avenues |
| If residents decide to buy their freehold would this have any impact on their membership | No. |

4. **Conducting The Vote**

Resident members were asked to approve the new Articles of Association, not approve or abstain.

NB asked those online to vote using the Survey Monkey link in the chat. The survey will remain open for 10 minutes.

Those in the room were asked to use their voting cards;

- Green to approve the new Articles
- Red to vote against the adoption of the new Articles
- Blue to abstain.

Votes in the room were counted and added to those online.

| | **For** | **Against** | **Abstentions** | **Total** |
|---|---|---|---|---|
| **Proxy Votes** | 2 | 1 | 0 | 3 |
| **Online Votes** | 31 | 1 | 2 | 33 |
| **In Person Votes** | 25 | 1 | 0 | 26 |
| **Total Votes** | 58 | 3 | 2 | 63 |
| **Decision** | Carried | | | |

NB announced a provisional result which is to **approve the Articles of Association** subject to checks following the meeting to ensure;

- All those present are Members against our database to confirm we are quorate and then
- Those who voted are Members and only one vote per Member.

## 5. Closure of EGM

NB thanked everyone for attending and that the formal announcement would be made within a week. **NB closed the meeting**. Residents were invited to stay on to hear the LGM CIC priorities for 2025.

**Post Meeting Verification of Results**

LGM CIC conducted a post meeting verification process, as set out above to confirm the validity of quorum, membership and votes.

The results are below and confirm;

1. The meeting was quorate
2. The vote was valid
3. The outcome of the vote was to adopt and approve the new set of Articles of Association. The table below sets out the detail;

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