

KEW COMMUNITY TRUST

NOTICE OF ANNUAL GENERAL MEETING

Thursday 26th October 2023

Notice is hereby given that the 41st Annual General Meeting of the Kew Community Trust will be held at 19.00 on Thursday 26th October 2023 at the Kew Community Centre, The Avenue, Kew, Richmond TW9 2AJ to transact the following business. Resolutions 1 to 4 are ordinary resolutions and Resolution 5 is a special resolution:

1. To receive and approve the Minutes of the AGM held on 26th September 2022. A copy of the Minutes can be found at: <https://www.kewcommunitytrust.org.uk/the-trust/annual-reports-agm-minutes/> and a hard copy is available for inspection at the Kew Community Trust office.

2. To receive the Report of the Trustees.

3. To receive the Accounts for the year ended 31 March 2023 and the Report of the Management Committee and Accountants' report thereon. The Annual Report and Accounts can also be found at <https://www.kewcommunitytrust.org.uk>. A hard copy is available for inspection at the Kew Community Trust's office.

4. To appoint P K Group as the Trust's Reporting Accountants and to authorize the Management Committee to determine their remuneration

5. Election of Trustees

The following Trustees are retiring at the conclusion of this meeting: Jeff Harris, Shiona Williams and Rowen Graham Collins. Rory McPherson retired in May 2023 and the following Trustees retire by rotation and, being eligible, offer themselves for re-election.

5.1. John Armistead

5.2 Louise Fluker

5.3 Diana Ormond

5.4 David Polya was co-opted as a Trustee on 23rd November 2022 and thus retires and being eligible offers himself for election.

5.5 Any other person whose valid nomination has been received within three days of the AGM

6. To approve as a special resolution the following amendments to the Association's constitution:

A. in Clause 10 add *"and/or if the meeting is online, the details by which persons may participate"* after *"and shall specify the place the day and hour of the meeting"*.

B. In Clause 12 by adding before: *"12. All business shall be deemed"*

12.1 All general meetings must be held in accordance with the following provisions:

"(1)(A) The Management Committee may make whatever arrangements it considers appropriate to enable members attending a general meeting to exercise their rights to speak or vote at it.

(1)(B) In determining attendance at a general meeting it is immaterial whether any two or more members attending it are in the same place as each other.

(1)(C) Two or more persons who are not in the same place as each other attend a general meeting if they are able to exercise rights to speak and vote at that meeting.

(1)(D) A person is able to exercise the right to speak at a general meeting if that person can during the meeting communicate to all those attending any information or opinion which that person has concerning the business of the meeting."

(1)(E) A person can exercise the right to vote at a general meeting if: (i) that person can vote during the meeting on resolutions put to the vote at the meeting; and (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting."

And renumbering as 12.2 the paragraph which begins: "All business shall be deemed special..."

7. Any Other Business

By order of the Management Committee

Note: Hard copies of any documents will not be provided at the AGM but will be available on KCT’s website: <https://www.kewcommunitytrust.org.uk/the-trust/annual-reports-agm-minutes/>

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EXPLANATORY NOTES

RESOLUTION 5: ELECTION OF TRUSTEES

Resolutions 5.1- 5.4 The Articles require a third of trustees to retire at AGM and if they are eligible and willing they may offer themselves for re-election.

Resolution 5.5 Any Trustee who is co-opted to the Management Committee automatically retires at the end of the year in which he or she was appointed but if eligible may offer himself or herself for election.

Resolution 5.6 Nominations for Trustees of the Management Committee of the Kew Community Trust (“KCT”) must be proposed and seconded in writing by Members of the KCT and received by KCT at the above address no later than Monday 23rd October 2023 together with a form signed by any nominee consenting to such nomination. Nominees must be members of KCT.

Nomination forms can be obtained from the KCT office.

RESOLUTION 6: AMENDMENT OF THE ARTICLES OF ASSOCIATION

Members are asked to approve as a special resolution changes to the Articles of Association to permit general meetings of members to be held in person and/or online. This is to ensure that if for some reason it is not possible to hold a general meeting such as the AGM in person, essential business which must be transacted by members can take place.

If the Resolution is passed, the text of the Articles as amended (with the amendments shown in bold italics) will therefore read:

“NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least and a meeting of the Association other than an annual general meeting or a meeting for the passing of

a special resolution shall be called by 14 days' notice in writing in the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting ***and/or if the meeting is online, the details by which persons may participate*** and in the case of special business the general nature of that business shall be given

AND

“PROCEEDINGS AT GENERAL MEETINGS

12.1 All general meetings must be held in accordance with the following provisions:

12(1)(A) The Management Committee may make whatever arrangements it considers appropriate to enable members attending a general meeting to exercise their rights to speak or vote at it.

(1)(B) In determining attendance at a general meeting it is immaterial whether any two or more members attending it are in the same place as each other.

(1)(C) Two or more persons who are not in the same place as each other attend a general meeting if they are able to exercise rights to speak and vote at that meeting.

(1)(D) A person is able to exercise the right to speak at a general meeting if that person can during the meeting communicate to all those attending any information or opinion which that person has concerning the business of the meeting.”

(1)(E) A person can exercise the right to vote at a general meeting if: (i) that person can vote during the meeting on resolutions put to the vote at the meeting; and (ii) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

12. 2 All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Management Committee and auditors, the election of members of the Management Committee in the place of those retiring and the appointment of and fixing of the remuneration of the auditors.”