

HAMPSTEAD - GARDEN - SUBURB - TRUST

862 Finchley Road Hampstead Garden Suburb London NW11 6AB
Telephone: 020 8455 1066 and 020 8458 8085 ~ email: mail@hgstrust.org ~ www.hgstrust.org ~ Twitter: @HGSTrust

24th August 2023

Dear Trust Member(s)

Annual Report and Accounts for the year ending 31st March 2023

I enclose your copy of the Annual Report and Accounts for the Trust. These are offered to the Members of the Trust company for consideration and discussion at the Annual General Meeting of the Trust on Wednesday 20th September 2023 in the Free Church Hall, Northway, NW11 6PB

Formal business will commence at 8.00pm but the doors will be open from 7.30pm, allowing a period for informal conversation over light refreshments before the formal business of the evening. Details of the meeting and how to attend are set out in the formal Notice on the reverse of this letter.

Questions about the Report and Accounts will be invited in the course of the meeting, and you are also invited to submit these in advance for consideration on the day if you so wish, or if you are unable to attend in person. I would also be happy to discuss any other matters which you would like to clarify in advance, either by telephone or in person. Please contact the Trust office if further copies of the report are needed for other members at your address.

This year, Trevor Price is retiring after three years as elected Trustee. As a consequence, there is one place available on the Trust Council for an elected Trustee. Arrangements for the nomination of candidates for election to the Trust Council are set out in the Notice. If there is more than one nomination, there will be a postal ballot in accordance with the Trust's Articles of Association. Ballot papers will be sent to full members of the Trust under separate cover on or shortly before the date of the AGM for return by post directly to the members' auditors, who act as the returning officer.

Candidates for election as a Trustee will be invited to briefly introduce themselves to their fellow Members after the close of the formal agenda.

Two Resolutions to amend provisions in the Trust's Articles of Association will be brought to the AGM for approval by Members. The first updates the Articles to allow electronic ways of working. The second removes the renewal requirement on Trust Membership. The Resolutions are appended to this letter after the Notice.

There will also be an opportunity to ask Trustees and senior staff more general questions about the work of the Trust.

You will be very welcome at this year's Annual General Meeting, and I look forward to meeting you.

Best wishes



Simon Henderson
Chief Executive and Company Secretary

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NOTICE OF MEETING

NOTICE is hereby given that the fifty-fifth Annual General Meeting of the Company will be held in the Free Church Hall, Northway, NW11 6PB on Wednesday 20th September 2023, at 8.00pm for the following purposes:

ORDINARY BUSINESS

- 1 to receive and consider the Report of the Council and the Accounts for the year to 31st March 2023.
- 2 to receive the report on the election of members of the Council in September 2022.
- 3 to authorise the Council to appoint auditors and to fix their remuneration.
- 4 to approve the following Special Resolutions:
 1. to amend Articles 42, 47 and 54 to allow participation in, and recording of, Trust Council meetings by electronic means;
 2. to delete Article 4(6) requiring the renewal of Trust Membership every three years.

The full text of each Resolution to be voted on is set out on the attached sheets.

By order of the Council



Simon Henderson
Secretary
August 2023

Registered office
862 Finchley Road
London NW11 6AB
Tel. 020 8455 1066

Notes:

- 1 Election of Members:
 - a. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him or her. No person shall be qualified to be appointed or to act as a proxy unless he or she is either a full member of the Company or a spouse of a full member or qualified to be a full member of the Company under the Articles. The instrument appointing a proxy must be lodged at the registered office of the Company, 862 Finchley Road, London, NW11 6AB, not less than 48 hours before the time of holding the meeting.
 - b. Trevor Price retires after serving one term and has decided not to stand for re-election.
 - c. One place for an elected member of the Trust Council will therefore be available by election.
 - d. For the convenience of members there are set out below extracts from the Articles of Association regarding the appointment of elected members of the Council:

“Only members of the Company shall be eligible for election as elected members of the Council. A candidate for election as an elected member of the Council shall:

(a) have been nominated by the Council or by notice in writing given to the Secretary not earlier than the date of issue of notices of the Annual General Meeting of the Company in any year and not later than the 12th day prior to the date of such Annual General Meeting and signed by two members of the Company; and

(b) have given notice in writing to the Secretary during the period for nominations referred to in this Article of his or her willingness to be appointed.”

2 The Special Resolutions:

- a. The proposed amendments remove article 4(6) which requires members to renew their membership every 3 years – this is an unnecessary burden on both members and the company.
- b. They also enable the Council to meet electronically now that the Companies Act amendments provided during COVID have been removed. This will promote better administration.
- c. To pass this special resolution the members must vote at a meeting. Not less than 75% of members attending the meeting and having the right to vote must vote in favour for it to be passed.
- d. The resolution will become effective once it is recorded at Companies House (which must be done within 15 days of passing the resolution).
- e. The Memorandum and Articles of Association can be found on the Trust’s website under the section entitled “The Trust”.

DOORS OPEN at 7.30 pm

Members are warmly invited to join the Trust Council members and staff from 7.30pm for refreshments and conversation before business commences at 8pm.

Charity number: 1050098
Company Number:928520

THE COMPANIES ACT 2006

SPECIAL RESOLUTION OF MEMBERS

OF

**THE HAMPSTEAD GARDEN SUBURB TRUST LIMITED
(the Company)**

Incorporated: 8 March 1968

Registered Office: 862 Finchley Road, London, England, NW11 6AB

The members of the company pass¹ the following resolution as a special resolution at a meeting held on 20th September 2023:

IT IS hereby resolved

THAT the Articles of Association of the Company be amended by:

A. Inserting a new article 54 'Participation in meetings by electronic means'

54. Participation in trustee meetings by electronic means

(a) A meeting of the Council may be held by suitable electronic means agreed by the members of the Council in which each participant may communicate with all the other participants.

(b) Any member of the Council participating at a meeting by suitable electronic means agreed by the members of the Council in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

B. At the end of article 47 insert

"The written resolution may be in electronic form. A resolution in electronic form agreed by all of the members of the Council, shall be effective provided that

¹ As a special resolution 75% of those attending and entitled to vote must vote in favour.

(i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the members of the Council; and

(ii) agreement to the resolution is signified in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the members of the Council have previously resolved, and delivered to the Company at its principal office (including its email address) or such other place or email address as the members of the Council may resolve within 14 days of the circulation date.

C. amend article 42 as follows:

(a) Replace the words 'cause Minutes to be made in books provided for the purpose' with:

'keep Minutes in paper and or electronic form which adequately record:'

(b) In article 42(a) delete the word 'of' at the beginning.

(c) In article 42(b) delete the word 'of' at the beginning.

(d) In article 42(c) delete the word 'of' at the beginning.

Statement

Set out above is the form of written resolution which it is proposed should be passed by the Members of the Company in accordance with Part 13 of the Companies Act 2006.

Charity number: 1050098
Company Number:928520

THE COMPANIES ACT 2006

SPECIAL RESOLUTION OF MEMBERS

OF

**THE HAMPSTEAD GARDEN SUBURB TRUST LIMITED
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Incorporated: 8 March 1968

Registered Office: 862 Finchley Road, London, England, NW11 6AB

The members of the company pass¹ the following resolution as a special resolution at a meeting held on 20th September 2023:

IT IS hereby resolved

THAT the Articles of Association of the Company be amended by:

A. deleting article 4(6)

Statement

Set out above is the form of written resolution which it is proposed should be passed by the Members of the Company in accordance with Part 13 of the Companies Act 2006.

¹ As a special resolution 75% of those attending and entitled to vote must vote in favour.