

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

29th August 2024

Dear Trust Member(s)

Annual Report and Accounts for the year ending 31st March 2024

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 Monday 23rd September 2024 in the Free Church Hall, Northway, NW11 6PB

The formal business of the AGM will commence at 7.30pm, preceded by a **Members Meeting commencing at 6.30pm**. This is a new departure for the Trust, giving a greater opportunity for Members to hear about Trust activities and ask questions of the trustees and senior staff. Doors will be open from **6pm**, allowing a period for informal conversation over light refreshments before the Members Meeting starts.

The formal business of the AGM is set out in the Notice on the reverse of this letter. I would be happy to discuss any 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, Raymond Taylor is retiring after completing his second 3-year term of office 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 during the Members Meeting preceding the AGM.

Two Resolutions to amend provisions in the Trust's Articles of Association will be brought to the AGM for approval by Members. The first removes the requirement to have been resident on the Suburb for three years before being eligible to join the Trust. The second increases the number of terms an elected trustee may serve from two to three. The Resolutions are appended to this letter after the Notice.

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

Best wishes



Simon Henderson
Chief Executive Officer and Company Secretary

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NOTICE OF MEETING

NOTICE is hereby given that the fifty-sixth Annual General Meeting of the Company will be held in the Free Church Hall, Northway, NW11 6PB on Monday 23rd September 2024, at 7.30pm 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 2024.
- 2 to receive the report on the election of members of the Council in September 2023.
- 3 to authorise the Council to appoint auditors and to fix their remuneration.
- 4 to approve the following Special Resolutions:
 1. to amend Articles 4(1)(b) and 49 to allow new residents to become Trust Members immediately, while requiring the Trust Chairman to have been a Member for at least three years or an Appointed Trustee; and
 2. to amend Articles 23 and 33 to permit trustees to stand for a third consecutive term of office.

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 2024

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. Raymond Taylor retires after serving two terms and is not eligible 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 amend article 4(1)(b) to remove the requirement to be resident of the Suburb for three years prior to becoming a Member of the Company and Article 49 adds a requirement for the Chairman either to have been a Member of the Company for the previous 3 years or an Appointed Member of the Council. These are considered appropriate to enable all residents to become Members of the Company, but only those with requisite knowledge and experience of the Suburb to become Chairman.
- b. They also amend articles 32 and 33 to allow an Elected Member of the Trust Council to serve an additional 3 years (beyond the current limit of 6 years) a resolution having been passed to that effect by at least 6 Trust Council Members (excluding the Trustee who is subject to the resolution). This amendment is considered appropriate to enable Trustees to serve longer terms if appropriate and approved by the other Trustees.
- 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 6.00 pm

MEMBERS MEETING starts 6.30pm

AGM starts 7.30pm

Members are warmly invited to join the Trust Council members and staff from 6pm for refreshments and conversation before the Members Meeting commences.