

**MAISEMORE GARDENS LTD**  
**NOVEMBER 2018 SPECIAL NEWSLETTER**  
**from the Council of Management**

**EGM 9<sup>th</sup> Dec 2018 - background information**

Dear Member

We feel that a full explanation is owing to members regarding the recent notice of an EGM on December 9<sup>th</sup> issued by 5 MGL members.

This EGM was called by a group of members abiding by the MGL Articles of Association (AofA). On 8<sup>th</sup> Oct the group delivered a requisition for an EGM to our registered company address (professional accountants in Havant). The requisition was in compliance with the AofA and signed by sufficient members (9). Unfortunately the group did not directly inform any MGL Director of this or make any communication with us about the requisition and due to an administrative error (see below) we had no knowledge of it for about 5 weeks.

On 14<sup>th</sup> Nov we were informed of the existence of the requisition document and of it having been lodged at our registered address. We contacted the accountants who then searched their premises and found it. It had never been forwarded to us or made known to us until then. We complained to the accountant company about the embarrassing error and they apologised in writing. At this point the group could have asked the CoM to organise the EGM, but they decided to convene it themselves as is allowed by the AofA..

It must be stated again that the group has complied fully with our AofAs. The error by the holders of our registered address was not their responsibility, but we are very disappointed that as members of our community they chose not to keep the Council of Management informed on this important matter.

[A bit of legal explanation for those interested - Our AofA section 9 provides for members to call an EGM and refers to section 132 of the Companies Act 1948. This states that an EGM may be called by at least 10% of members writing to the registered address of the company. It states that, if the company does not respond within 21 days, half of the requisitionists may convene a meeting themselves. This meeting must be convened in as normal a manner as possible to any general meeting convened by the company. The business of the meeting is that mentioned in the requisition, in this case 'to fully discuss the extended raised footpath...' (paraphrased)]

The EGM will now proceed in the normal way, but organised by the group of members who have initiated it. You will have received notification, proxy forms etc from the group in accordance with our AofAs. The meeting will be chaired by an MGL director, probably the current Chairman as required by our AofA.

For your convenience we re-issue the Shore Path Project Update Sept 2018 which summarises our present knowledge on the subject.