DRAFT MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE GARDENS TRUST
held on Wednesday 10 September 2025
via Zoom commencing at 6pm

1. **Welcome and Introduction**
   John Watkins, Chair of the Gardens Trust, opened the meeting and welcomed members to the eleventh AGM.

2. **Apologies for absence**
   The Chair explained to the members that apologies for absence had been received from Lou Cooper, Philip Christie, Judith Christie, Sally Bate, Deborah Evans, Rachel Savage, Chris Blandford and Jenifer White.

3. **Review of the Agenda**
   The Chair reviewed the agenda for the meeting.

4. **Update from Head of Operations and Strategy**
   The Chair asked Linden Groves, as Head of Operations and Strategy to update members on the work of the Gardens Trust over the last twelve months. Linden, along with members of staff gave a comprehensive update.

5. **Voting**

   The Chairman introduced the Company Secretary, Catriona Hoyes, to the meeting. The Company Secretary confirmed that 15 Proxy Forms had been received from individual members of the Gardens Trust and 5 Proxy Forms had received from CGT voting reps, all but one of these forms appointed the Chair as proxy. The Company Secretary explained that no spoiled proxy votes had been received.

   The Company Secretary explained that together the proxy forms and the fact that at least 25 individual members and one CGT voting rep were online meant the meeting was quorate, and that therefore voting would go ahead via Zoom polls (to which proxy votes would be added). The Company Secretary explained that a majority of votes from both individual members and CGTs (under separate polls) would be required for each resolution to be passed.

6. **Minutes of the previous AGM**

A motion to approve the minutes of the tenth AGM, held on Tuesday 17th September 2024, was proposed and seconded. For this resolution, proxy votes for individuals were all in favour bar one abstention and for CGT voting reps they were all in favour bar one abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

7. **Minutes of the EGM**
A motion to approve the minutes of the EGM held on 31st March 2025, was proposed and seconded. For this resolution, proxy votes for individuals were all in favour bar one abstention and for CGT voting reps they were all in favour bar one abstention. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

8. **Annual Report and Accounts for the Year Ended 31 December 2024.**
Lisa Watson, as the Treasurer of the Gardens Trust, introduced the Report and Accounts for the year ending 31 December 2024. There were no questions on the report. A motion to receive the Report and Accounts for the year ending 31 December 2024, together with Reports from the Directors and Independent Examiners was proposed and seconded. For this resolution, proxy votes for individuals were all in favour bar one abstention and for CGT voting reps they were all in favour. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

9. **Appointment of Auditors and their remuneration**
A motion to re-appoint Able & Young as Independent Examiners and delegate authority to the Board to fix their remuneration was proposed and seconded. For this resolution, proxy votes for individuals and CGTs were all in favour. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was **agreed**.

10. **-Election of Board Members.**
A motion to re-elect **Jill Sinclair** and **Deborah Evans** as Trustees for a term of three years was proposed and seconded as set out below. The Company Secretary noted that brief biographies had been provided on the Gardens Trust's website as per the AGM notice.

A motion to re-elect **Jill Sinclar** as a Director for a term of three years was put to a vote. It was proposed and seconded. For this resolution, proxy votes for individuals and CGTs were all in favour. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

A motion to re-elect **Deborah Evans** as a Director for a term of three years was put to a vote. It was proposed and seconded. For this resolution, proxy votes for individuals and CGT voting reps were all in favour. The Zoom poll for each of the individual members and CGT voting reps was clearly in favour. The motion was therefore **agreed**.

11. Any Other Business

The Chair addressed the meeting to enquire if there was any other business. It was noted that no other business had been notified in advance and nor was any raised during the meeting.

12. Conclusion of the meeting

The Chair thanked all members present for attending the eleventh annual general meeting of the Gardens Trust and the meeting was closed.