

COMPANY NUMBER: 11463703

SHERFORD COMMUNITY LAND TRUST LIMITED (the Company)

Minutes of a meeting of the board of directors (the **Meeting**) of Sherford Community Land Trust Ltd (the Company)

Held online on Teams

On Thursday 6th March 2025 at 5pm

PRESENT:	Andrew Powell (Chairman)
	Steven Williams (Brixton PC) Jason Allen (Devon County Council) Louise Yung (Taylor Wimpey) Emma Warden-Nevins (Vistry)
[IN ATTENDANCE:]	Judy Talbot (Trust Coordinator) Ed Whitelaw (RIO)
[APOLOGIES:]	Kathryn Deeney (Plymouth City Council);

1 CHAIRMAN, NOTICE AND QUORUM

Andrew Powell was appointed Chairman of the Meeting. It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the Articles) and that a quorum was present. Accordingly, the Chairman declared the Meeting open.

2 BUSINESS OF THE MEETING

The Chairman reported that the purpose of the Meeting was to convene a special general meeting of the Company (the **General Meeting**) in order to vote on a resolution on the adoption of the proposed new articles of the company.

3 DECLARATION OF INTERESTS

3.1 The Chairman drew the attention of the Meeting to:

The following directors declared the nature and extent of his interests in the transactions and other arrangements to be considered at the Meeting in so far as required by [section 177 CA 2006[, OR and]] AND/OR section 182 CA 2006[and] AND/OR the Articles][as applicable], save to the extent that these have previously been duly declared in accordance with the relevant provisions:

[NAME OF DIRECTOR	NATURE AND EXTENT OF INTEREST
Emma Warden-Nevins	Employed by Vistry
Louise Yung	Employed by Taylor Wimpey and homeowner in Sherford
Drew Powell	Employed by South Hams District Council
Jason Allen	Employed by Devon County Council
Steven Williams	Homeowner in Sherford

3.2 The Chairman noted that the Articles provide that a director is entitled to vote and be counted in the quorum on a matter in which he is interested and that none of the directors present were otherwise prevented from doing so.

4 DOCUMENTS

There was produced for the Meeting:

4.1 a notice (**Notice**) to convene the General Meeting containing the following proposed special resolution:

4.1.1 THAT new Articles of Association in the form attached to this resolution are approved and with immediate effect adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

4.2 a form of proxy to accompany the Notice and to be used at the General Meeting.

5 NOTICE OF GENERAL MEETING

The directors carefully considered the Notice in detail. The Chairman noted that the Company is required to give its members at least 15 clear days' notice of the General Meeting. It was anticipated that the Notice would be posted on 6th March 2025 and that the General Meeting would be held on **Friday 28th March 2025 at 12.30pm**, meaning that at least 15 clear days' notice will be given to the Company's members.

6 RESOLUTIONS

6.1 It was noted that under section 172 CA 2006, each director must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section. The directors carefully considered their obligations pursuant to section 172 CA 2006.

6.2 Having carefully considered their obligations pursuant to section 172 CA 2006, **IT WAS RESOLVED** that the Notice of General Meeting and the Form of Proxy produced to the Meeting be approved and that the General Meeting of the Company be convened in accordance with the Notice.

6.3 The secretary was instructed to circulate the Notice of General Meeting and the Form of Proxy to all members and nominees of members.

7 **CLOSE**

There being no further business the Chairman declared the Meeting closed.

ANDREW POWELL

Chairman

A handwritten signature in black ink, appearing to read 'A. Powell', followed by a period.