

Minutes of a meeting
of
the Board of Directors of
The Old Windsor Community Interest Company (“the Company”)
(registered in England and Wales with company number 7021486)

duly convened and held at Parish Meeting Room, Old Windsor, England,
on 1st October 2009 at 7.30pm

Present: Ian Anthony Troughton (in the chair)
Walter Duncan Lyon Pollock
Christine Mary Harris
Lynne Caroline Jones
John Lee
Stephen John Pilgrim
David Michael Pinkstone
Steve Gerard Winton

**Apologies for
absence received
from:** None

1. Opening

Ian Anthony Troughton opened the meeting noting that due notice of the meeting had been given to each director and that a quorum was present. Accordingly, Mr Troughton declared that the meeting was duly convened and constituted.

2. Purpose

The Chairman noted that the purpose of the meeting was to:

- 2.1 report on the formation of the Company;
- 2.2 complete the registration formalities; and
- 2.3 complete any other business required for the Company.

3. Directors’ Interests

Each director present confirmed that they had no direct or indirect interest in any way in the business to be considered at the meeting which were required to be disclosed by section 177 of the Companies Act 2006 and article 13 of the articles of association of the Company.

4. Tabling of Documents

The following documents were produced to the meeting:

- 4.1 Certificate of incorporation of the Company dated 17th September 2009 together with copies of the memorandum and articles of association of the Company and Forms 10, 12 and CIC 36 as filed with Companies House;
- 4.2 Draft Form AA01 setting the accounting reference date of the Company as 31 March;
- 4.3 Draft membership application forms for individuals and body corporate.

5. Incorporation of the Company

Mr Troughton reported that the Company was incorporated on 17th September and referred to the certificate of incorporation issued by The Registrar of Companies on that same date.

6. Directors and Company secretary

It was noted that the following, each of whom had a willingness to act by signing Form 10, were to be the first directors and secretary of the Company:

Directors:	Ian Anthony Troughton Christine Mary Harris Lynne Caroline Jones John Lee Stephen John Pilgrim David Michael Pinkstone Steve Gerard Winton Walter Duncan Lyon Pollock
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Company secretary:	Walter Duncan Lyon Pollock
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7. Chairperson

The meeting resolved that Ian Anthony Troughton be elected as chairperson of the Company. Mr Troughton took the chair of the meeting.

It was noted that the chairperson would have a casting vote in case of an equality of votes, as reflected in article 12(5) of the articles of association of the Company.

8. Members of the Company

The meeting approved the entry of the names of the subscribers to the memorandum and articles of association in the register of members of the Company.

9. Change of accounting reference date

The meeting resolved to change the accounting reference date of the Company to 31 March.

10. Bank account

- 10.1 After careful consideration, the directors resolved to appoint the branch at 6 Station Road, Egham of HSBC as bankers of the Company.

11. Membership application forms

- 11.1 The chairperson referred to the draft membership application forms of the Company produced to the meeting and to article 26(4) of the articles of association of the Company which requires new members to execute and deliver an application for membership in such form containing such information as the directors require.
- 11.2 The chairperson noted that one of the draft membership application forms was for applicants who were corporate bodies or unincorporated associations wishing to become members of the Company, and the other application form, for applicants who were individuals.
- 11.3 After careful consideration, the meeting resolved to approve the membership application forms for body corporates or unincorporated associations and for individuals produced to the meeting.

12. Filing

The Chairperson instructed the Company secretary to: (i) update the entries to the register of directors and secretary, register of members and minutes books for directors' meeting; (ii) arrange for Form AA01 to be filed at Companies House and (iii) send a letter of thanks to everyone at McDermott Will & Emery for the excellent and professional assistance they had given us in changing our status to a Community Interest Company.

13. Future Projects

The following ideas were put forward and discussed as possible future projects:

1. Expansion of the play area on the Recreation Ground with interactive games etc.
2. Toilets and a refreshment kiosk on the Recreation Ground
3. Picnic Tables
4. Fencing between Ricardo Road and Straight Road
5. Improvement of the grassed area at the North end of St Lukes Rd

14. Close

There being no further business, and the Chairperson declared the meeting closed.

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Chairperson

Date