



Learning through play

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**NOTICE is hereby given that an  
EXTRAORDINARY GENERAL MEETING**


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of the members of 345 Pre-school Limited ("the Company") will be held on 24 March 2004 at 8 pm at 71 TWYFORD AVENUE, EAST FINCHLEY, LONDON N2 9NP for the purpose of considering the following

THAT a RESOLUTION be considered to amend the Articles of Association to correct an error in article 7.1 which should read:

"7.1 The Committee shall (subject to Article 11.2)"

By order of the board

  
.....  
SECRETARY S.E. WEVY

4 March 2004





THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
as amended by a Special Resolution passed on  
24<sup>th</sup> March 2004

-OF-

**345 PRESCHOOLS LIMITED**  
**Registered Company No. 04769758**

1. **PRELIMINARY**

- 1.1 In these Articles if not inconsistent with the subject or context the following words and phrases shall have the following meaning:

<b>"Articles"</b>	these Articles of Association as amended from time to time;
<b>"Charity Commission"</b>	the Charity Commission of England and Wales;
<b>"Committee"</b>	the Members for the time being of the Executive Committee of the Pre-school appointed in accordance with Article 4;
<b>"Member"</b>	any person or organisation registered as a Member of the Pre-school in its register of Members;
<b>"Memorandum"</b>	the Memorandum of Association of the Pre-school; and
<b>"Pre-school Learning Alliance"</b>	the charity registered in England known as the Pre-school Learning Alliance.

- 1.2 The provisions of Table A to the Companies Act 1985 shall not apply to the Pre-school but the Articles hereinafter contained shall instead constitute the Articles of Association of the Pre-school.

- 1.3 In these Articles any reference to the "Companies Act" or the "Charities Act" shall be to all legislation affecting companies and charities in force in England from time to time.

2. **MEMBERSHIP**

- 2.1 The number of Members with which the Pre-school proposes to be registered is unlimited.

- 2.2 The Pre-school shall maintain a register of Members.

- 2.3 Membership of the Pre-school is open to any individual, family or organisation interested in promoting the Objects who applies to the Pre-school in the form required by the Committee and is approved by the Committee in its absolute discretion and who consents

in writing to become a Member either personally or (in the case of a Member organisation) through an authorised representative.

- 2.4 The Committee may establish different classes of Membership and prescribe their respective privileges and duties subject to approval by the Members in General Meeting. The Committee shall set the amounts of any subscriptions.
- 2.5 At the date of adoption of these Articles membership of the Pre-school shall comprise the following categories:
  - 2.5.1 Family Member; and
  - 2.5.2 Affiliate Member.
- 2.6 Family Membership shall be open to parents or guardians of all children who attend any group run by the Pre-school who wish to further the Objects of the Pre-school and each family:
  - 2.6.1 shall count as one Member; and
  - 2.6.2 shall have one vote in General Meetings of the Pre-school.
- 2.7 Affiliate Membership shall be open to those individuals, persons or other bodies interested in supporting the Objects of the Pre-school but such persons shall not be entitled to become Affiliate Members until the Pre-school has received the appropriate subscription. Affiliate Membership shall carry one vote in general meetings of the Pre-school.
- 2.8 The number of votes referred to in this Article 2 shall be applicable at all general meetings of the Pre-school at which a Member is eligible to attend and vote.
- 2.9 Membership of the Pre-school shall be terminated if the Member concerned:
  - 2.9.1 gives written notice of resignation to the Pre-school;
  - 2.9.2 dies or in the case of an organisation ceases to exist;
  - 2.9.3 Fails to pay a subscription within two months from the date on which the same falls due in which case the Member shall be deemed to have resigned with effect from the date on which the period of two months expires;
  - 2.9.4 In the case of a Family Member the end of the last term in which any child or children of the Family Member attended any group run by the Pre-school; and
  - 2.9.5 Is removed from Membership by a resolution of the Committee on the grounds that the Member has acted so as to bring the Pre-school into disrepute or failed to abide by the Objects of the Pre-school or the terms of membership or any bylaws established by the Committee from time to time. Before the Committee decides whether to terminate the membership of any Member the Committee shall give the Member concerned written notice of the misconduct or failure alleged to have occurred and shall afford such Member not less than 14 days in which to answer such allegations in writing. The Committee shall have regard to the Member's written response in deciding whether or not to terminate Membership and may in its absolute discretion interview the Member in question (who in such circumstances shall have the right to be accompanied by a friend) or hold an inquiry into the matter. The Committee shall have the final decision on whether or not to terminate the membership.
- 2.10 Membership of the Pre-school is not transferable.

### 3. **SUBSCRIPTION**

All Members shall be liable to pay such subscription (if any) as may be set in accordance with Article 2.4.

### 4. **COMMITTEE**

4.1 The overall management and control of the Pre-school shall vest in the individual Members of its Committee, who are the company directors and charity trustees of the Pre-school.

4.2 The Committee shall consist of:

4.2.1 a Chair, a Treasurer and a Secretary ("the Committee Officers");

4.2.2 not less than 2 nor more than 9 elected Members; and

4.2.3 If the Committee so decides, not more than 3 Members co-opted by the Committee.

4.3 Not less than 60 per cent of the Committee Members, including co-opted Members, shall at the time of election or co-option be Family Members. In the event that this requirement cannot be achieved, the Members in General Meeting may elect Affiliate Members to make up the balance subject to each of those Affiliate Members being approved by the local Branch Committee of the Pre-school Learning Alliance.

4.4 The Committee Officers in Articles 4.2.1 and 4.2.2 shall be elected for a term of one year at the Annual General Meeting. Retiring Committee Officers and Committee Members are eligible for re-election unless they have already served on the Committee in any capacity for six consecutive years. Committee Officers and Committee Members so elected shall serve until the end of the next following Annual General Meeting at which they were elected.

4.5 Committee Members co-opted pursuant to Article 4.2.3 may join the Committee at any time on the invitation of the Committee but shall retire at the next Annual General Meeting. No co-opted Committee Member shall serve on the Committee for more than four consecutive years.

4.6 In the event of the death or resignation of an elected Committee Member, the vacancy shall be filled until the next Annual General Meeting by a Member appointed by the Committee.

4.7 All voting Members shall be eligible to stand for election to the Committee, except for paid employees of the Pre-school, who cannot be Committee Members or vote at Committee meetings. They, or their representative, can be invited to attend any or all Committee meetings in an advisory capacity and should normally be so invited, but need not attend the whole of such meetings. Paid employees of the Pre-school may hold Affiliate Membership and may attend General Meetings of the Pre-school in that capacity, but may not vote on matters affecting their terms and conditions of employment.

4.8 Not less than two weeks prior to the date of the next Annual General Meeting at which the election of elected Committee Members will take place each eligible Member shall be sent a form which any Member wishing to stand as a candidate for election to the Committee must return to the Secretary. Members returning such form shall be deemed to have notified their willingness to act as a Member of the Committee if so elected.

4.9 At the next Annual General Meeting the prospective new elected Members of the Committee shall be those candidates from amongst those having notified their willingness to stand who receive the highest number of votes from the Members up to a maximum of 12.

4.10 At the first Committee meeting following the Annual General Meeting at which the newly elected Members of the Committee shall have been elected in accordance with Article 4.4 the newly elected Members of the Committee shall appoint from amongst their number a

Chair, a Treasurer and a Secretary (who shall be the "Company Secretary" of the Pre-school for company law purposes) in place of any such persons standing down by retirement by virtue of Article 4.4 to serve as Members of the Committee until the end of the next Annual General Meeting.

- 4.11 The Secretary shall notify Companies House in the appropriate manner of any changes to the Committee.
- 4.12 The term of office of any Committee Member shall automatically terminate:
- 4.12.1 at the expiry of the period referred to in Article 4.4 if he or she is not re-elected or re-appointed in accordance with the provisions of these Articles;
  - 4.12.2 if they are disqualified under the Charities Acts from acting as a charity trustee or under the Companies Acts from acting as a company director;
  - 4.12.3 if they are incapable whether mentally or physically of managing his or her own affairs;
  - 4.12.4 if they resign by written notice to the Secretary (but only if at least 5 other elected Members of the Committee will remain in office);and
  - 4.12.5 if they are removed by a resolution passed by a majority of the Members of the Committee.
- 4.13 Any technical defect in the appointment of a Committee Member of which the Committee are unaware at the time shall not invalidate any decisions taken at Committee meetings at which such Member was present.
- 4.14 Notwithstanding any other provisions contained in these Articles the first Chair, Secretary, Treasurer and elected Members of the Committee as referred to in this Article 4 shall at the date of adoption of these Articles be those persons holding positions of comparable standing within the unincorporated association registered as a charity in England known as 345 Preschools, or such other persons as the chair of such organisation may select.

## **5. PROCEEDINGS OF THE COMMITTEE**

- 5.1 The Committee shall hold at least 3 meetings each year unless the Committee shall decide by simple majority to hold a further meeting or meetings.
- 5.2 Committee Officers, elected and co-opted Committee Members shall each have one vote at Committee meetings. In the event of a tie the Chair shall have a second or casting vote.
- 5.3 A quorum at Committee meetings shall be not less than half the Committee, including two Committee Officers.
- 5.4 Every issue considered at Committee meetings may be determined by a simple majority of the votes cast at the meeting. A written resolution signed by all Members of the Committee is as valid as a resolution passed in meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

## **6. POWERS OF THE COMMITTEE**

The Committee shall have the following powers in the administration of the Pre-school:

- 6.1 to elect by simple majority the Officers of the Committee being the Chair, Secretary and Treasurer of the Committee;
- 6.2 to remove from office any Committee Officer or other Member of the Committee;

- 6.3 to co-opt individuals up to a maximum of 3 to serve on the Committee;
- 6.4 to invite any person or persons to attend Committee meetings in a non-voting capacity;
- 6.5 to make by-laws consistent with the Memorandum and these Articles and the Charities Acts and the Companies Acts to govern proceedings at General Meetings of the Pre-school;
- 6.7 to make rules consistent with the Memorandum and these Articles to govern proceedings at Committee meetings;
- 6.8 to exercise any powers of the Pre-school which are not reserved to a General Meeting of the Pre-school; and
- 6.9 to engage all staff at such remuneration as it thinks fit and enter into written contracts of employment with such staff on such terms as the Committee shall from time to time determine.

**7. OVERRIDING OBLIGATIONS OF THE COMMITTEE**

7.1 The Committee shall (subject to Article 11.2):

7.1.1 abide by the Objects of the Pre-school; and

7.1.2 maintain up to date accounting records containing entries of all monies received and paid out and the matters in respect of which the receipt and payment takes place, in each case in such manner as may be required by the Charities Acts and/or Companies Acts or other applicable legislation or regulations.

**8. GENERAL MEETINGS OF THE PRE-SCHOOL**

8.1 The Pre-school shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it. The Annual General Meeting in each year shall be held at such time and place as the Committee shall decide. All General Meetings other than the Annual General Meeting shall be Extraordinary General Meetings.

8.2 Each Annual General Meeting will be chaired by the Chair or in his/her absence another Member of the Committee and which shall:

8.2.1 receive the accounts of the Pre-school for the previous financial year;

8.2.2 receive an annual report from the Committee;

8.2.3 elect the new Members of the Committee;

8.2.4 transact any other business properly put to the meeting; and

8.2.5 receive such other reports and documents as may be required by law from time to time.

8.3 The Committee may convene an Extraordinary General Meeting to discuss specific matters if it so resolves. If the Committee receives a request in writing from not fewer than 25 percent of the Members eligible to vote (and for the avoidance of doubt a Family Member shall count as one Member) it shall convene an Extraordinary General Meeting within 2 months of receiving such a request. Such request must clearly state the business to be considered at the Extraordinary General Meeting. The Extraordinary General Meeting subsequently called shall restrict its business to the matters contained in the written request or, if the meeting is convened by the Committee, those specific matters resolved by the Committee, as set out in the notice calling the Extraordinary General Meeting.

- 8.4 All Members shall be entitled to be notified of and attend any General Meeting of the Pre-school, but no minor failure or irregularity in giving such notice shall invalidate any decision taken at a General Meeting.
- 8.5 Not less than 21 clear days' notice shall be given of each Annual General Meeting and not less than 28 clear days' notice shall be given of every Extraordinary General Meeting.
- 8.6 The notice of any General Meeting shall include the date, time and place of the meeting and the nature of the business to be transacted.
- 8.7 No business shall be transacted at any General Meeting unless a quorum is present. 5 Members or 30% of the Members (whichever is the greater) present in person shall constitute a quorum at any Annual General Meeting or Extraordinary General Meeting.
- 8.8 If a quorum is not present within 1 hour of the time appointed for the General Meeting or if during a General Meeting such quorum ceases to be present the meeting shall stand adjourned until such time and place as the Committee shall determine.
- 8.9 A resolution put to the vote at a General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Subject to the provisions of the Company Acts a poll may be demanded by the Chair or 5 Members having the right to vote at the General Meeting or by a Member or Members representing not less than 1/10th of the total voting rights of all Members attending and having the right to vote at the General Meeting. For this purpose a demand by a person as a proxy for a Member shall be the same as a demand by that Member.
- 8.10 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect on the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 8.11 A demand for a poll may, before the poll is taken, be withdrawn only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the results of a show of hands declared before the demand is made.
- 8.12 The poll should be taken as the Chair directs. The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.
- 8.13 On a show of hands every voting Member present in person or by proxy shall have one vote. On a poll every voting Member present in person or by proxy shall be entitled to the number of votes ascribed to their Membership by these Articles.
- 8.14 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in such form as the Committee shall determine from time to time. Each Member who wishes to appoint a proxy shall be afforded the opportunity of instructing the proxy how he/she should act. Unless otherwise instructed a proxy may vote as he/she thinks fit or abstain from voting. Members shall be entitled to appoint the Chair of the meeting as their proxy in which case they shall instruct the Chair how they wish the Chair to vote (or abstain) on each resolution to be put at the relevant General Meeting.
- 8.15 The instrument appointing a proxy shall be deposited at the registered offices of the Pre-school or such other place as is specified in the notice convening the General Meeting not less than 48 hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in accordance with this Article shall be invalid.
- 8.16 No employee of the Pre-school shall be allowed to speak at a General Meeting unless he or she is also a Member in which case he or she shall be allowed to speak in his or her

capacity as a Member alone. An employee may however speak if required to do so by or on behalf of the Committee.

8.17 Proposals may be put to a General Meeting of the Pre-school by one or both of the following:

8.17.1 any Member; and

8.17.2 the Committee;

8.18 All resolutions put to the vote at General Meetings shall be decided by an ordinary resolution (a simple majority of votes cast) except resolutions to amend the Memorandum and Articles, to dissolve the Pre-school or as may be required by the Companies Acts, which shall be decided by a special resolution (not less than 75% of votes cast).

8.19 No resolution to amend the Memorandum or Articles shall be effective unless approved by the Pre-school Learning Alliance in writing.

## 9. **MINUTES**

The Committee shall cause minutes to be made by the Secretary in books kept for the purpose of:

9.1 all appointments of Members of the Committee; and

9.1 of all proceedings at meetings of the Pre-school and of the Committee.

## 10. **FINANCE AND ACCOUNTS**

10.1 The Committee shall comply with the requirements of the Companies Acts and the Charities Acts as to the keeping of financial records, the auditing of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

10.1.1 annual reports;

10.1.2 annual returns; and

10.1.3 annual statements of account.

10.2 The accounting records shall, in particular, contain:

10.2.1 entries showing from day to day all monies received and expended and the matters in respect of which the receipts and expenditures took place; and

10.2.2 a record of the assets held and any monies owed by the Pre-school.

10.3 At each meeting of the Committee the Treasurer shall present an up to date written statement of accounts to the Committee.

10.4 All accounting records relating to the Pre-school shall be available for inspection by any Member of the Committee at any reasonable time during normal office hours and may be available for inspection by Members at the discretion of the Committee.

10.5 The Pre-school may open one or more bank accounts. Where necessary funds shall be maintained in segregated accounts in accordance with guidelines determined by the Committee from time to time. All such accounts shall be in the name of the Pre-school. All cheques and orders for payment of money from such accounts shall require to be signed by two designated persons, one of whom shall normally be the Treasurer. Duplicate bank statements shall be sent to the Chair.



## **11. DISSOLUTION**

- 11.1 The provisions of clause 8 of the Memorandum shall take effect as though repeated here.
- 11.2 If the Committee shall resolve that the Objects can no longer be filled by the Pre-school the Committee shall convene an Extraordinary General Meeting of the Pre-school to consider the winding up and dissolution of the Pre-school.
- 11.3 If the Extraordinary General Meeting referred to in Article 11.2 shall resolve by a special resolution that the Pre-school shall be wound up the Committee in consultation with the Pre-school Learning Alliance shall transfer all of the assets of the Pre-school (subject to the satisfaction of all debts and liabilities of the Pre-school) to the Pre-school Learning Alliance or some other charitable organisation or institution whose objects are similar to those of the Pre-school in accordance with clause 8 of the Memorandum.
- 11.4 If at the Extraordinary General Meeting a quorum is not present within 1 hour of the time appointed the meeting shall stand adjourned to the same day of the next following week at the same time and place. If at the adjourned meeting a quorum is not present within 1 hour of the time appointed for the meeting the Members present shall constitute a quorum.

## **12. NOTICES**

- 12.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except the notice calling a meeting of the Committee need not be in writing.
- 12.2 The Pre-school may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at the address for the Member shown in the register of Members maintained by the Pre-school.
- 12.3 A Member present either in person or by proxy at any General Meeting of the Pre-school shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.
- 12.4 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **13. THE SEAL**

In accordance with section 36B of the Companies Act 1985 the Pre-school shall not have a Company Seal.

## **14. INDEMNITY**

Subject to the provisions of the Companies Acts and Charities Acts but without prejudice to any indemnity to which a Member of the Committee may otherwise be entitled, every Member of the Committee or other officer or auditor of the Pre-school shall be indemnified out the assets of the Pre-school against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Pre-school.