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The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

The charity's objects ('Objects') for the public benefit are specifically restricted to the following:

- (1) the development and education of children and young people;
- (2) promoting parental involvement;
- (3) providing services to support children and their families and carers;
- (4) providing services to support other organisations with similar objects; and
- (5) Providing services to organisations and individuals holding membership of the charity

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained. In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2)

(a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

(d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. T10(o)-5(n)3(ab)4(le)11(and)5(pro)-2(p)3(er. T10(o)-5(n)3(ab)4(le)11(and)

- (2) (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable.
 - (5) The directors must keep a register of names and addresses of the members.
 - (6) All members shall be liable to pay such subscriptions as may be set by the directors except Honorary Members who shall not be liable to pay a subscription for so long as they hold honorary membership.

- (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (5) The classes of membership shall be:
 - (a) Charitable childcare provider membership shall carry three votes and shall be open to childcare settings which have objects which are exclusively charitable under English law;
 - (b) Affiliate childcare provider membership shall -6(rd)] TJ1 1072.Tf0.000008871 0 595.325 717.7 Tm0 g 0 59

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (2) The directors may call a general meeting at any time.
- (3) The directors may convene general meeting to discuss specific matters if it so resolves and the meeting shall restrict its business to th8

- (4) The notice must be given to all the members and to the directors and auditors.
 - (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.
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- (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A quorum is 40 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
 - (3) The authorised representative of a member organisation shall be counted in the quorum.
 - (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
 - (5) The directors must reconvene the meeting and

(1)

- (1) Subject to sub-clause (2) of this article all of the directors elected from the membership shall retire every three years and shall be replaced by those elected to replace them. Where during such three year period a trustee dies, retires or is removed any replacement shall only serve until the end of the relevant three year term and shall be required to retire at the same time as the rest of the directors.
- (2) Notwithstanding any other provision contained in these articles if the minimum number of directors is not elected or appointed then that number of directors needed to achieve the minimum shall not retire (or be deemed to have retired) from office (save pursuant to the provisions of article 24) until the minimum number of directors have been elected or appointed and are ready to take up their place on the Board. Those directors to remain in office shall be those who have been the shortest time in office. If any directors were elected or appointed directors on the same day those to remain shall (unless they otherwise agree amongst themselves) be determined by lot.
- (3) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- (4) No person shall be eligible to serve on the board in any capacity for more than 12 years in succession. The officers shall be eligible to serve a maximum of 6 years in succession in any one officer role provided that this maximum period may be extended for any one or more of the officers of the directors by resolution of the members in general meeting decided by a simple majority of votes cast so long as their aggregate term in office does not exceed 12 years in succession.
- (5) In the case of the term of office of a director commencing part way through a year the period of the term of their office shall be reckoned from the annual general meeting immediately prior to the date their term of office commenced.
- (6) Notwithstanding any other provisions to the contrary contained in these articles, trustees who took up office on 1 January 2011 and remain in office at the date of adoption of these articles shall be deemed to be eligible to serve on the board in any capacity for no more than 12 years plus 2 months in succession.

- (1) The charity may by ordinary resolution appoint a person who is willing to act to be a director.
- (2) No person may be appointed a director at any general meeting unless:
 - he or she is recommended for re-election by the directors; or
 - he or she has been elected by the members by ballot.
- (4) The directors may appoint a person who is willing to act to be a director.
- (5) The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

(6) At the first meeting of the directors after the annual general meeting at which directors appointments are ratified the directors shall elect a chair, vice-chair and treasurer in accordance with the bye laws.

(1) A director shall cease to hold office if he or she:

ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

ceases to be a member of the charity;

in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

resigns as a director by notice to the charity (but only if at least eight directors will remain in office when the notice of resignation is to take effect); or

is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

The directors must not be paid any remuneration unless it is authorised by article 7.

- (9) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
 - (10) If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
 - (11) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
 - (12) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
 - (13) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
 - (14) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
 - (15) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
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- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
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(a) To publish Standing Orders consistent with these articles and the Charities Acts and the Companies Acts governing proceedings at General Meetings of the Charity;

(b) To publish Bye Laws consistent with these articles and the Charities Acts and the Companies Acts governing the conduct of meetings of the Board and its committees and the selection and/or appointment of members to each of them; and

(c) To identify and recommend to the Board suitable candidates from time to time for the Board to consider for appointment as Appointed Trustees.

(7)

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (2) The directors must keep accounting records as required by the Companies Act.
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- (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
 - (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.
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- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
 - (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
 - (3) Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or

(6)

