

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION*

-OF-

PRE-SCHOOL LEARNING ALLIANCE

COMPANY NUMBER: 4539003

INCORPORATED THE 18th SEPTEMBER 2002

***Adopted by Special Resolution Passed 19 June 2009**

Chair of Trustees:



*On behalf of the Charity commission
for England and Wales
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*



AUTHORISED OFFICER

Amended by Special Resolution Passed 10 June 2016

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-OF-

PRE-SCHOOL LEARNING ALLIANCE

1. NAME

The name of the company is the "Pre-school Learning Alliance" ("the Charity").

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The charity works for the public benefit having as its objects the development and education of children and young people in particular by:

- 3.1. Promoting their care and safety
- 3.2. Promoting their education and promoting parental involvement
- 3.3. Promoting their health and wellbeing
- 3.4. Providing services to support them and their families and carers
- 3.5. Providing services to support other organisations with similar objects
- 3.6. Providing services to organisations and individuals holding membership of the charity

4. POWERS

In pursuance of the Objects the Charity shall have the following powers:-

- 4.1. To promote or carry out research;
- 4.2. To provide advice;
- 4.3. To publish or distribute information;
- 4.4. To co-operate with other bodies, organisations and services;
- 4.5. To support, administer or set up other charities;
- 4.6. To raise funds and to invite and receive donations;
- 4.7. Subject to such consent of the Charity Commission of England and Wales ("Charity Commission") as maybe required by law, to borrow for the purposes of

the Charity such amounts of money whether at one time or from time to time and at such rates of interest and in such form and manner and upon the giving of such security as shall be agreed by not less than two thirds in number of the Board. For such purpose the Charity shall make all such dispositions of the Charity's property or any part thereof and enter into such agreements in relation thereto as the Board may deem proper for giving security for such loans and interest. If more than two thirds in number of the members of the Board shall so require, a General Meeting of the Charity shall be called to approve the proposed borrowing. In such case the borrowing shall not proceed unless the General Meeting shall authorise it for which purpose approval by a simple majority shall be required;

- 4.8. To hire or acquire property of any kind;
- 4.9. To buy, take on lease or in exchange, any land or buildings and to maintain and equip it for use;
- 4.10. To sell, lease or otherwise dispose of all or any part of the Charity's property subject to complying with the restrictions on disposal imposed by section 36 of the Charities Act 1993 unless the disposal is exempt from these restrictions by section 36(9)(b) or (c) or section 36(10) of that Act;
- 4.11. To make grants or loans of money and to give guarantees;
- 4.12. To set aside funds for special purposes or as reserves against future expenditure;
- 4.13. To deposit or invest funds in any manner (to invest only after obtaining advice from a suitable financial expert and having regard to the suitability of investments and the need for diversification);
- 4.14. To delegate the management of investments to a financial expert but only on terms that:-
 - 4.14.1. The investment policy is set down in writing for the financial expert by the Board;
 - 4.14.2. Every transaction is reported promptly to the Board;
 - 4.14.3. The performance of the investments is reviewed regularly with the Board;
 - 4.14.4. The Board are entitled to cancel the delegation arrangement at any time;
 - 4.14.5. The investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.14.6. All payments due to the financial expert are on a scale or at a level which is agreed in advance and is notified promptly to the Board on receipt;
 - 4.14.7. The financial expert must not do anything outside the powers of the Board;

- 4.15. To make any arrangements for the registration, transfer and holding of shares in any company which has as its primary object the conduct of trading activities or the holding of title to real and/or leasehold property on behalf of the Charity or any sub-committee thereof and such arrangements may include the selection and appointment of nominees to hold such shares on behalf of the Charity;
- 4.16. To make arrangements for investments or other assets of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or a financial expert acting under their instructions and to pay any reasonable fees required in respect thereof;
- 4.17. To insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required;
- 4.18. To provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not, provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Charity;
- 4.19. Subject to Article 5 to employ such paid and unpaid staff, agents and advisors as maybe required from time to time;
- 4.20. To enter into contracts to provide services to or on behalf of other bodies;
- 4.21. To pay the costs of incorporating the Charity;
- 4.22. To do all such other lawful things as are necessary or desirable for the attainment of the aforesaid Objects;

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity provided that :-
 - 5.1.1. Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied to the Charity;

- 5.1.2. Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 5.1.3. Members (including Trustees) may be paid a reasonable rent or hiring fee for property lent or hired to the Charity;
 - 5.1.4. Members (who are not Trustees) but who are beneficiaries may receive charitable benefits in that capacity;
- 5.2. A Trustee may not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:-
- 5.2.1. As mentioned in Articles 4.18, 5.1.2; 5.1.3 or 5.3;
 - 5.2.2. Reimbursement of reasonable out of pocket expenses (including accommodation, travel and subsistence costs) incurred in the proper performance of their duties;
 - 5.2.3. An indemnity in respect of any liabilities properly incurred in running the Charity (including the cost of a successful defence to criminal proceedings);
 - 5.2.4. Payment to any company in which a Trustee has no more than a 1% shareholding;
 - 5.2.5. In exceptional cases other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 5.3. Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefits provided that:-
- 5.3.1. The goods or services are actually required by the Charity;
 - 5.3.2. The nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services to be provided and is set in accordance of the procedure in Article 5.4;
 - 5.3.3. No more than two Trustees are subject to such a contract in any financial year.
- 5.4. Whenever a member of the Board has a personal interest in a matter to be discussed at a meeting of the Board or a sub-committee of the Board the member concerned must :-
- 5.4.1. Declare their interest in writing at or before the discussion begins on the matter;
 - 5.4.2. Withdraw from the meeting during consideration of that item unless expressly invited to remain in order to provide information;
 - 5.4.3. Not be counted in the quorum for that part of the meeting;

5.4.4. Withdraw during the vote and have no vote on the matter.

5.5. This Article 5 may not be amended without the prior written consent of the Charity Commission.

6. LIMITED LIABILITY

6.1. The liability of the members of the Charity is limited.

7. GUARANTEE

7.1. Every Member of the Charity undertakes to pay such amount as may be required not exceeding £1 towards the Charity's assets if the Charity should be wound up while he, she or it remains a Member or within one year after they cease to be a Member towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member.

8. DISSOLUTION

8.1. If the Charity is wound up or dissolved and after all of its debts and liabilities have been satisfied there remains any property or assets these shall not be paid or distributed amongst the Members of the Charity but shall be applied in one or more of the following ways:-

8.1.1. Transferred to some other body or bodies established for exclusively charitable purposes the same as or similar to or falling within the Objects and whose governing instrument prohibits the distribution of income and property to an extent at least as great as imposed on the Charity by Articles 5 above, chosen by the Board in accordance with the provisions contained in the Articles;

8.1.2. In such other manner consistent with the charitable status of the Charity as the Charity Commission shall approve in writing in advance.

9. INTERPRETATION

9.1. The words and expressions defined in the Articles have the same meaning in this Memorandum.

9.2. References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association

NAME AND ADDRESS OF SUBSCRIBERS

DANIEL JAMES DWYER
The Old Wick
Vicarage Road
Bexley
Kent
DA5 2AL

DANIEL JOHN DWYER
6 Brimstone Close
Chelsfield Park
Chelsfield
Kent
BR6 7ST

DATED 16th day of September 2002

WITNESS to the above signature:-

BETTY JUNE DOYLE
Flat 11, Homecoppice
1 Park Avenue
Bromley
Kent
BR1 4EF

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-OF-

PRE-SCHOOL LEARNING ALLIANCE

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:-

“the 2006 Act”	the Companies Act 2006 (to the extent that the provisions of such Act are from time to time in force) and every statutory modification, re-enactment thereof for the time being in force;
“Alliance Community”	one of the administrative sub-divisions within the geographical area of a Sub-committee;
“Articles”	these Articles of Association as amended from time to time;
“Board”	the members for the time being of the board of Trustees of the Charity appointed in accordance with Article 4;
“Bye Laws”	the rules and procedures consistent with the Memorandum and Articles governing the conduct of meetings of the Board and its sub-committees, Sub-committee and Divisional meetings and the election and/or appointment of members to each of them published by the Nominations and Procedures Committee from time to time;
“Charity Commission”	the Charity Commission of England and Wales;
“Chief Executive”	the most senior member of staff employed by the Charity;
“conflict of interest”	any reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties;
“Division”	one of the four Divisions into which England is divided as defined in Article 8.1;

“Executive Committee”	the executive committee of a Sub-committee;
“Member”	any person or organisation registered as a member of the Charity in its register of members;
“Memorandum”	the Memorandum of Association of the Charity;
“National Centre”	the head office of the Charity;
“Nominations and Procedures Committee”	the standing sub-committee of the Board comprised of the persons charged with the role set out in Article 11;
“Standing Orders”	the rules and procedures governing the conduct of General Meetings of the Charity published by the Nominations and Procedures Committee from time to time;
“Objects”	the objects of the Charity set out in the Memorandum;
“Sub-committee”	a Sub-committee within a Division as defined in Article 8.1;
“Trustee”	any duly elected or appointed member of the Board and “Trustees” shall mean any two or more of them.

1.2. The provisions of Tables A-F to the Companies Act 1985 shall not apply to the Charity but the Articles hereinafter contained shall instead constitute the Articles of Association of the Charity.

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 Charity proposes to be registered is unlimited.

2.2. The Charity shall maintain a register of Members.

2.3. Membership of the Charity is open to any individual or organisation interested in promoting the Objects who applies to the Charity in the form required by the Board and who is approved by the Board in its absolute discretion and who consents in writing to become a Member either personally or (in the case of certain types of organisation) through an authorised representative.

- 2.4. The Board may establish different classes of membership and prescribe their respective privileges and duties subject to approval by the Members in General Meeting. The Board shall set the amounts of any subscriptions.
- 2.5. Membership of the Charity comprises :-
 - 2.5.1. Individual/Family Membership.
 - 2.5.2. Childcare Provider.
 - 2.5.3. Corporate Membership.
 - 2.5.4. Honorary Membership.
 - 2.5.5. Such other classes or types of membership as the Board may establish from time to time.
- 2.6. Individual/Family Membership shall be open to individuals and families who wish to further the Objects of the Charity and shall carry one vote in General Meetings of the Charity.
- 2.7. Childcare Provider Membership shall be open to childcare settings (including childminders and both incorporated and unincorporated groups) who wish to further the Objects of the Charity and shall be of two kinds:-
 - 2.7.1. Full Childcare Provider which shall carry three votes in General Meetings of the Charity; and
 - 2.7.2. Affiliate Childcare Provider which will carry one vote in General Meetings of the Charity.

Full Childcare Provider shall be open only to groups which have adopted a Pre-school Learning Alliance model governing document (whether as an unincorporated association, a company limited by guarantee or a charitable incorporated organisation) or which have objects which are exclusively charitable under English Law. All other groups may qualify for Affiliate Childcare Provider.
- 2.8. Corporate Membership shall be open to those organisations which are interested in supporting the Objects of the Charity and shall carry the same voting rights as Individual Membership.
- 2.9. Honorary Membership shall be limited to those persons on whom (and for such periods) Honorary Membership is bestowed by the Board from time to time. Honorary Membership shall carry the same voting rights as Individual Membership but an Honorary Member who is also a Family/Individual Member shall not be entitled to an extra vote by reason of his or her Honorary Membership.
- 2.10. The number of votes referred to in this Article 2 shall be applicable at all General Meetings of the Charity. At any other meetings relating to the Charity or any part of it each Member shall have one vote.

- 2.11. Life Membership granted by the predecessor charity to the Charity before the date of adoption of these Articles shall be treated for all purposes as bestowing upon the holder Honorary Membership for life.
- 2.12. Membership of the Charity shall be terminated if the Member concerned:-
- 2.12.1. Gives written notice of resignation to the Charity;
 - 2.12.2. Dies or in the case of an organisation ceases to exist;
 - 2.12.3. 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;
 - 2.12.4. Is removed from membership by a resolution of the Board on the grounds that the Member has acted so as to bring the Charity or any part thereof into disrepute or failed to abide by the Objects of the Charity or the terms of membership or any Bye Laws established from time to time. Before the Board decides whether to terminate the membership of any Member the Board 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 Board shall have regard to the Member's written response in deciding whether or not to terminate membership and may in its absolute discretion decide whether to interview the Member in question or hold an inquiry into the matter. The Board shall have the final decision on whether or not to terminate the membership.
- 2.13. Membership of the Charity is not transferable except with the prior written approval of the Board.
- 2.14. The Board shall have the absolute right to determine whether a childcare provider, individual, family or organisation shall be admitted into membership of the Charity and which category of membership they shall be eligible to hold.

3. SUBSCRIPTION

- 3.1. All Members shall be liable to pay such subscription as may be set in accordance with Article 2.4 except Honorary Members who shall not be liable to pay an annual subscription for so long as they hold Honorary Membership.

4. BOARD OF TRUSTEES

- 4.1. The overall management and control of the Charity shall vest in the Board of Trustees as the directors and charity trustees of the Charity.
- 4.2. The Board shall consist of:-
- 4.2.1. up to 12, but not less than 8, individuals in aggregate elected in accordance with the Bye Laws by the Members in the Divisions ("Elected Trustees") (subject to the provisions of Article 4.18);

- 4.2.2. up to 4 individuals appointed in accordance with the Bye Laws by the Board pursuant to its powers under Article 6.5 (“Appointed Trustees”).
- 4.3. Subject to Article 4.9 Elected Trustees shall be eligible to serve for three years from 1st July in the year in which they were elected and their election was ratified by the Members at an Annual General meeting in accordance with Article 4.12 after which they shall retire but are eligible for re-election subject to Article 4.15.
- 4.4. The group of Elected Trustees who have been elected to serve but who have not yet been ratified by the Members at an Annual General Meeting or taken up office on the Board on the immediately following 1st July shall be known as the “Elected Trustees in Waiting”.
- 4.5. Subject to Article 4.9 Appointed Trustees shall be eligible to serve for three years from 1st July following the year in which they were selected for appointment by the Elected Trustees in waiting in accordance with the provisions set down in the Bye Laws, after which they shall retire but are eligible for re-appointment subject to Article 4.15.
- 4.6. The group of Appointed Trustees who have been selected for appointment by the Elected Trustees in Waiting but who have not yet taken up office on the Board on the immediately following 1st July shall be known as the “Appointed Trustees in Waiting”, and together with the Elected Trustees in Waiting they shall as a group be known as the “Board in Waiting”.
- 4.7. Subject to Article 4.9 all of the Elected Trustees and Appointed Trustees on the Board shall retire together with effect from midnight on 30th June every three years and shall be replaced by the Board in Waiting. Where during such three year period an Elected 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 Trustees.
- 4.8. Members who are not in paid employment for the Charity shall be eligible to stand for election to the Board as Elected Trustees subject to the minimum period of membership as set out in the Bye Laws.
- 4.9. Notwithstanding any other provision contained in these Articles an individual who at any point in time is either an Elected Trustee or an Appointed Trustee shall not retire (or be deemed to have retired) from office (save pursuant to the provisions of Articles 4.17.2 - 4.17.5) until his/her successor has been duly elected or appointed (as applicable) and is ready to take up their place on the Board.
- 4.10. The procedure for the election to serve as Elected Trustees on the Board and for the appointment of Appointed Trustees by the Elected Trustees in Waiting shall be as set out in the Bye Laws.
- 4.11. Each Division shall conduct a ballot of the Members situated within its geographic area at least once between 1st January and 28th February every three years, for the purpose of electing from amongst the Members of the Division who are eligible and willing to stand not less than 2 nor more than 3 Members to serve as Elected Trustees on the Board to commence office from the next 1st July.

If in the course of organising such election a Division receives more than 3 eligible completed and signed nomination and candidate profile forms then it shall conduct a ballot of the Members situated within its geographic area to determine the successful candidates who will serve as Elected Trustees.

If in the course of organising such election a Division receives 3 or fewer eligible completed and signed nomination and candidate profile forms then it shall not conduct a ballot and the eligible candidates that have submitted their duly completed and signed nomination and candidate profile forms shall be deemed to have been duly elected to serve as the Elected Trustees for that Division with effect from the closing date for the return of signed nomination and candidate profile forms.

In the event that fewer than 2 eligible candidates stand for election to serve as Elected Trustees for a Division, or a ballot fails to result in at least 2 individuals being elected to serve as Elected Trustees for a Division for any reason, the Board may appoint an individual or individuals up to a maximum of 2 (when aggregated with any Elected Trustees that have been duly elected) from amongst the Members situated in the geographic area of the relevant Division to act as the new Elected Trustee(s) for the Division in accordance with the procedures set out in the Bye Laws to make up any shortfall. Such individual(s) shall serve until the end of the term of office of the Elected Trustee(s) whose position(s) they have been appointed by the Board to fill.

- 4.12. The election or re-election of any Elected Trustees shall be ratified by the Members at the Annual General Meeting immediately following the election.
- 4.13. All Trustees shall be entitled to one vote on any matter put to a vote at a meeting of the Board or any sub-committee of the Board except matters in respect of which they have a personal interest, where (subject to the provisions of Article 7) they shall neither be counted in the quorum for that part of the meeting nor may they vote on the matter in question.
- 4.14. Voting at Board meetings shall be by simple majority. In the event of an equality of votes the Chair or such other person presiding at the meeting shall have a second or casting vote.
- 4.15. No person shall be eligible to serve on the Board in any capacity for more than 12 years in succession. The officers of the Board comprising the Chair, the Vice Chair and Honorary Treasurer, 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 Board 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.
- 4.16. In the case of the term of office of a Trustee commencing part way through a year the period of the term of their office shall be reckoned from the 1st July immediately prior to the date their term of office commenced.
- 4.17. The term of office of any Trustee shall automatically terminate:-

- 4.17.1. At the expiry of the period referred to in Articles 4.3 and 4.5 (as applicable) if he or she is not re-elected or re-appointed in accordance with the provisions of these Articles;
 - 4.17.2. 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;
 - 4.17.3. If they are incapable whether mentally or physically of managing his or her own affairs;
 - 4.17.4. If they resign by written notice to the Chief Executive (but only if at least 8 Elected Trustees of the Board will remain in office);
 - 4.17.5. If they are removed by a resolution passed by a majority of the members of the Board.
- 4.18. In the event of the death, resignation or removal mid-term of an Elected Trustee the Division who elected them shall fill the vacancy thereby created by electing a new Elected Trustee from amongst the Members of the relevant Division in accordance with the procedures set out in the Bye Laws. Any such appointee shall continue to serve until the end of the term of office of the Elected Trustee who they replaced whereupon they shall retire but shall be eligible to stand for re-election to the Board in accordance with these Articles.
- 4.19. In the event of the death, resignation or removal mid-term of an Appointed Trustee the Board may at the next following Board meeting or at any Board meeting thereafter fill the vacancy thereby created by appointing a new Appointed Trustee in accordance with the procedures set out in the Bye Laws. Any such appointee shall continue to serve until the end of the term of office of the Appointed Trustee who they replaced whereupon they shall retire but shall be eligible to stand for re-appointment to the Board in accordance with these Articles.
- 4.20. If an individual is elected or appointed to replace a Trustee that has died, retired or been removed from office mid-term and if the unexpired term of office of the Trustee that they have been elected or appointed to replace has less than 6 months remaining before they would have been required to retire pursuant to Articles 4.3 or 4.5 (as applicable) such period shall not be counted for the purposes of Article 4.15.
- 4.21. The Chief Executive and such senior staff members as the Board shall decide from time to time shall be entitled to attend all Board meetings in a non-voting capacity provided that they shall not be entitled to attend the part of any such meeting where matters concerning their salary or other matters relating to their employment are to be considered by the Board.
- 4.22. Any technical defect in the appointment of a Board member of which the Board is unaware at the time shall not invalidate any decisions taken at Board meetings at which such member was present.
- 4.23. The day-to-day management of the Charity shall be delegated to the Chief Executive who shall report and be accountable to the Board.

5. PROCEEDINGS OF THE BOARD

- 5.1. The Board shall hold at least 4 meetings each year unless the Board shall decide by simple majority to hold a further meeting or meetings.
- 5.2. The Board may appoint such suitably qualified person as they may choose to act as “Company Secretary”.
- 5.3. The Chief Executive shall by first class post and/or electronic communication sent not less than 7 days before each Board meeting give notice to all those entitled and invited to attend, which notice shall include an agenda.
- 5.4. The quorum for meetings of the Board shall be two from amongst the Chair, Vice Chair and Honorary Treasurer and not less than half of the other members.
- 5.5. The Chair or in their absence the Vice Chair or if they are unable or unwilling to do so then some other Board member elected for that meeting by simple majority, shall preside at each Board meeting.
- 5.6. The Board shall ensure that minutes are taken at each Board meeting for circulation amongst all members of the Board and following ratification thereof at the next Board meeting a signed copy shall be deposited at the National Centre.
- 5.7. Every issue to be considered at a Board meeting may be determined by a simple majority of the votes cast at the meeting. A written resolution affirmatively signed by all the members of the Board shall be as valid as a resolution passed at a Board 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).
- 5.8. The Chair of each meeting shall have the right to regulate the duration of speeches and discussion.
- 5.9. A procedural defect of which the Board is unaware at the time shall not invalidate any decisions taken by them at a Board meeting.

6. POWERS OF THE BOARD

The Board shall have the following powers in the administration of the Charity:-

- 6.1. To appoint a patron of the Charity.
- 6.2. To elect by simple majority the executive officers of the Board being the Chair, Vice Chair and Honorary Treasurer.
- 6.3. To remove from office by simple majority any executive officer or other member of the Board.
- 6.4. To appoint and dissolve sub-committees of the Board.
- 6.5. To appoint up to a maximum of 4 Appointed Trustees in accordance with the procedures set out in the Bye Laws.

- 6.6. To co-opt individuals to any of its sub-committees in a voting or non-voting capacity to serve for such term as the Board shall decide.
- 6.7. To invite any person or persons to attend Board meetings in a non-voting capacity.
- 6.8. To appoint the members of the Nominations and Procedures Committee other than the Chair, the Chief Executive and the Charity's legal advisor.
- 6.9. To exercise any powers of the Charity which are not reserved to a General Meeting of the Charity.
- 6.10. To approve the engagement of all staff at such remuneration and on such terms as the Board shall from time to time determine provided that members of the Board may not be employed by the Charity at national, regional or local level.
- 6.11. To delegate to the executive officers of the Board any of the powers and responsibilities of the Board as the Board may decide from time to time.
- 6.12. To delegate any of the Board's functions to sub-committees of the Board and to determine the appointment and removal of the members of all such sub-committees.

7. TRUSTEES' INTERESTS

- 7.1. Each Trustee shall at all times comply with his/her obligation to disclose the nature and extent of his/her interest in any proposed or existing transactions and arrangements with the Charity under sections 177 and 182 of the 2006 Act.
- 7.2. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Charity.
- 7.3. The Board may (subject to such terms and conditions, if any, as they may think fit from time to time to impose, and subject always to their right to vary or terminate such authorisation) authorise:
 - 7.3.1. any matter which would otherwise result in a Trustee infringing his/her duty to avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Charity and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
 - 7.3.2. a Trustee to accept or continue in any office, employment or position, in addition to his/her office as a Trustee of the Charity and may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with either before or at the time that such a conflict of interest arises;

provided that the giving of such authorisation would not lead to a contravention of charity law and the provisions of Article 4.13 are observed.

- 7.4. For the purposes of this Article 7, an "interest" includes both a direct and an indirect interest.

- 7.5. A Trustee shall not be regarded as in breach of the duty set out in section 175 of the 2006 Act in relation to conflicts of interest or potential conflicts of interest which arise by reason of that Trustee also acting as a board member of any group undertaking (as defined in section 1161(5) of the 2006 Act).
- 7.6. Where a matter, or office, employment or position, has been authorised by the Board subject to terms and conditions under Article 7.3, the Trustee in question must act in accordance with those terms and conditions.
- 7.7. If a matter, or office, employment or position, has been authorised by the Board in accordance with this Article 7 then:
- 7.7.1. the Trustee shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the Charity or to use such information in relation to the Charity's affairs if to make such a disclosure or use would result in a breach of duty or obligations or confidence owed by him/her to another person in relation to or in connection with that matter, or that office, employment or position;
- 7.7.2. the Trustee shall absent him/herself from that part of any meeting of the Board at which anything relating to that matter, or that office, employment or position, will be discussed.
- 7.8. The general duties which a Trustee owes to the Charity pursuant to sections 171 to 177 of the 2006 Act will not be infringed by anything that has been duly authorised to be done (or omitted to be done) by such Trustee in accordance with the provisions of this Article 7.
- 7.9. A Trustee shall not, by reason of his/her office, be accountable to the Charity for any benefit which he/she derives from any matter, or from any office, employment or position, which has been approved by the Board pursuant to this Article 7 (subject to any limits or conditions to which such approval was subject), nor shall the receipt of such benefit constitute a breach of his/her duty under section 176 of the 2006 Act, and any contract, transaction, or arrangement relating thereto shall not be liable to be avoided on the grounds of any such benefit.

8. DIVISIONS AND SUB-COMMITTEES

- 8.1. In order to enable the effective management and operation of the Charity, England shall be divided into 4 divisions ("Divisions") which shall in turn be divided into sub-committees ("Sub-committees") within the respective geographical areas of each Division.
- 8.2. Each Sub-committee shall comprise the Members resident in the geographical area covered by that Sub-committee.
- 8.3. In all cases the geographical area represented by a Division or Sub-committee shall be determined by the Board after consultation with the parties concerned.

8.4. If in the opinion of the Board the members of a Sub-committee are no longer being best served the geographical arrangement of that Sub-committee then the Board may in its absolute discretion determine to combine the Sub-committee with any other Sub-committee and any assets administered by the Sub-committee shall be applied by the Board on behalf of the Charity in such manner as the Board shall determine to be in the best interests of the Charity and in furtherance of its Objects (subject where required to the consent and approval of the Charity Commission) having regard to any restrictions or conditions placed upon any part of such assets.

9. OVERIDING OBLIGATIONS OF SUB-COMMITTEES

9.1. Each Sub-committee shall subject to Article 10.2:-

9.1.1. Abide by the Objects of the Charity and the policies, procedures and directions laid down by the Board from time to time;

9.1.2. Submit to the Board an operational plan and budget in writing covering income, expenditure, staffing levels and such other matters at such intervals as the Board shall prescribe from time to time;

9.1.3. 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, and details of all assets and liabilities in each case in such manner as the Board determines from time to time.

9.1.4. Submit to the Board such other reports as to its finances, administration and activities in such form and at such times as the Board may require from time to time;

9.1.5. Notify the Board of any fund raising activities which the Sub-committee proposes to undertake, such notification to be given at least 28 days before the commencement of the proposed activity.

9.1.6. Invite members within its geographical area to attend meetings as set out in the Bye Laws.

9.1.7. Once a year provide all members within its geographical area a report on the activities and finances of the sub-committee (in whatever form may be prescribed by the Board from time to time).

9.2. Prior to carrying out any fund raising activities, soliciting funds or otherwise approaching potential contributors, sponsors or other bodies which operate nationally or outside of the geographical area of the Sub-committee, the Sub-committee shall obtain the consent of the Board.

10. OPERATION OF SUB-COMMITTEES

10.1. Each Sub-committee shall be managed and operated in accordance with the Objects and the policies, procedures and directions laid down by the Board from time to time.

- 10.2. Each Sub-committee shall be entitled to operate one or more bank accounts in accordance with the guidelines issued by the Board from time to time. All such accounts shall be in the name of the Charity. Each such account shall have as signatories at least four persons nominated by the Board and all cheques and orders for payment of money from such accounts shall require to be signed by any one such person for amounts up to and including £500 and any two such persons for amounts exceeding £500.
- 10.3. The staff employed by the Charity at Sub-committee level shall (unless otherwise directed by the Board) be managed day-to-day by more senior staff employed at Sub-committee and Divisional level in accordance with the line management structure adopted by the Board from time to time.

11. NOMINATIONS AND PROCEDURES COMMITTEE

- 11.1. The Nominations and Procedures Committee shall be a standing committee of the Board.
- 11.2. The Nominations and Procedures Committee shall consist of:
- 11.2.1. the Chair of the Board;
 - 11.2.2. the Chief Executive;
 - 11.2.3. the Company Secretary; and
 - 11.2.4. up to three members of the Board appointed by the Board.
- 11.3. The role of the Nominations and Procedures Committee shall be:
- 11.3.1. To publish Standing Orders consistent with the Memorandum and these Articles and the Charities Acts and the Companies Acts governing proceedings at General Meetings of the Charity;
 - 11.3.2. To publish Bye Laws consistent with the Memorandum and these Articles and the Charities Acts and the Companies Acts governing the conduct of meetings of the Board and its sub-committees, Sub-committee and Divisional meetings and the selection and/or appointment of members to each of them; and
 - 11.3.3. To identify and recommend to the Board suitable candidates from time to time for the Board to consider for appointment as Appointed Trustees.
- 11.4. The Nominations and Procedures Committee shall meet as and when its members shall determine and shall set its own agenda.

12. GENERAL MEETINGS OF THE CHARITY

- 12.1. The Charity as a whole 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 Board shall

decide. All General Meetings other than the Annual General Meeting shall be Extraordinary General Meetings.

- 12.2. Each Annual General Meeting will ordinarily be chaired by the Chair of the Board of Trustees or in his/her absence the Vice Chair. In the absence of both, or if the Board of Trustees wishes to delegate this responsibility, the AGM may be chaired by a person to be appointed by the Board. The AGM shall:
 - 12.2.1. Receive the audited accounts of the Charity for the previous financial year;
 - 12.2.2. Receive an annual report from the Board;
 - 12.2.3. Ratify the selection or reselection of any Elected Trustees;
 - 12.2.4. Approve the appointment of auditors;
 - 12.2.5. Transact any other business properly put to the meeting in accordance with the Standing Orders;
 - 12.2.6. Receive such other reports and documents as may be required by law from time to time.
- 12.3. The Board may convene an Extraordinary General Meeting to discuss specific matters if it so resolves. If the Board receives a request in writing from not fewer than 200 Members it shall convene an Extraordinary General Meeting within 3 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 Board, those specific matters resolved by the Board, as set out in the notice calling the Extraordinary General Meeting.
- 12.4. All Members (whether or not entitled to vote) shall be entitled to be notified of and attend any General Meeting of the Charity, but no minor failure or irregularity in giving such notice shall invalidate any decision taken at a General Meeting.
- 12.5. Not less than 13 weeks' 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.
- 12.6. 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.
- 12.7. No business shall be transacted at any General Meeting unless a quorum is present. 40 Members present in person shall constitute a quorum at any Annual General Meeting or Extraordinary General Meeting.
- 12.8. 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 Board shall determine.

- 12.9. 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 attending and having the right to vote at the General Meeting. For this purpose a demand by a person attending and having the right to vote as a proxy for a Member shall be the same as a demand by that Member.
- 12.10. 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.
- 12.11. 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.
- 12.12. The poll should be taken as the Chair directs and he/she may appoint scrutinisers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.
- 12.13. Save in the case of any emergency proposals brought on the day of a General Meeting (if permitted by the Standing Orders for the meeting) on a show of hands every Member present in person or by proxy who has a vote shall have one vote and on a poll every Member present in person or by proxy shall be entitled to the number of votes described in Article 2.
- 12.14. A Member who is unable to attend the General Meeting may (a) send an open proxy vote with any paid up Member who is attending to vote or abstain from voting on their behalf as such attending Member may decide or (b) may give the Chair of the meeting an open proxy to vote or abstain from voting on their behalf as the Chair may decide or (c) may give the Chair a closed proxy instructing the Chair how they wish the Chair to vote (or abstain) on their behalf on each resolution to be put at the meeting. 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 Board shall determine from time to time.
- 12.15. The instrument appointing a proxy shall be deposited at the National Centre or such other place as is specified in the notice convening the General Meeting not less than 7 days 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.
- 12.16. An authority of proxy is deemed (unless the contrary is stated in it) to confer authority on the holder to demand or join in demanding a poll and to speak at the meeting and to vote (whether on a show of hands or on a poll) on any resolution or amendment or a resolution put to, or other business which may properly come before, the meeting or meetings for which it is given, as the proxy thinks fit.

- 12.17. If the same person is appointed proxy for more than one Member he/she shall on a show of hands have as many votes as the number of members for whom he/she is a proxy in addition to his/her own vote (if any) as a Member. Regulation 54 of Table A shall be modified accordingly.
- 12.18. No employee of the Charity 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 the Chair or on behalf of the Board.
- 12.19. Proposals may be put to a General Meeting of the Charity by one of the following:-
- 12.19.1. Any Member entitled to vote; or
 - 12.19.2. The Board.
- 12.20. 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 Charity or as may be required by the Companies Acts, which shall be decided by a special resolution (not less than 75% of votes cast).
- 12.21. The submission of resolutions and the conduct of General Meetings shall be in accordance with the Standing Orders in force from time to time.

13. MINUTES

- 13.1. The Board shall cause records to be kept for the purpose of:
- 13.1.1. All appointments and retirements of members of the Board;
 - 13.1.2. All proceedings at General Meetings of the Charity and meetings of the Board and all sub-committees of the Board; and
 - 13.1.3. The Membership of the Charity.

14. ACCOUNTS

- 14.1. The Board shall ensure that the Charity complies 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:-
- 14.1.1. annual reports;
 - 14.1.2. annual returns;
 - 14.1.3. annual statements of account.
- 14.2. All accounting records relating to the Charity shall be available for inspection by any member of the Board at any reasonable time during normal office hours at

the National Centre or at the offices of the applicable Sub-committee to which they relate and may be available for inspection by Members at the absolute discretion of the Board.

- 14.3. A copy of the Charity's latest available statement of account shall be supplied on request to any member of the Board or Member or to any other person who makes a written request and pays the Charity's reasonable costs in respect thereof.

15. DISSOLUTION

- 15.1. The provisions of clause 8 of the Memorandum shall take effect as though repeated here.
- 15.2. If the Board shall resolve that the Objects can no longer be filled by the Charity the Board shall convene an Extraordinary General Meeting of the Charity to consider the winding up and dissolution of the Charity.
- 15.3. If the Extraordinary General Meeting referred to in Article 15.2 shall resolve by a special resolution that the Charity shall be wound up the Board in consultation with the Charity Commission shall prepare a scheme for the transfer of the assets (subject to the satisfaction of all debts and liabilities of the Charity) to some other charitable organisation or institution whose objects are similar to those of the Charity in accordance with clause 8 of the Memorandum.
- 15.4. The proposed scheme shall be presented to a further Extraordinary General Meeting of the Charity.
- 15.5. If at either of the two Extraordinary General Meetings referred to 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.
- 15.6. If the proposed scheme is passed by the Extraordinary General Meeting the assets of the Charity shall be transferred accordingly. If the proposed scheme is rejected the Board shall apply to the Charity Commission for a scheme under the Charities Acts and shall thereafter have full power and authority to deal with the assets of the Charity on the basis of the scheme made by the Charity Commission.

16. NOTICES

- 16.1. 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 Board need not be in writing.
- 16.2. The Charity 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 Charity or if permitted by the Companies Acts by email to the Member at the email address for the Member shown in the register of Members.

16.3. A Member present either in person or by proxy at any General Meeting of the Charity shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

16.4. 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.

17. THE SEAL

17.1. In accordance with section 36B of the Companies Act 1985 the Charity shall not have a Company Seal.

18. INDEMNITY

18.1. Subject to the provisions of the Companies Acts and Charities Acts but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Charity shall be indemnified out the assets of the Charity 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 Charity.

18.2. The Charity may buy or maintain insurance against any liability falling upon its Board members or other officers which arises out of their respective duties to the Charity, or in relation to its affairs.

NAME AND ADDRESS OF SUBSCRIBERS

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DATED 16th day of September 2002

WITNESS to the above signature:-

BETTY JUNE DOYLE
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