



CONSTITUTION

1.0 Name

1.1 The name of the pre-school is Little Acorns and is referred to in this Constitution as “the Pre-school”. The Pre-school is a body in membership of the Pre-school Learning Alliance.

2.0 Aims

2.1 The aims of the Pre-school are to enhance the development and education of children primarily under statutory school age by encouraging parents to understand and provide for the needs of their children through community groups and by:

(a) offering appropriate play, education and care facilities, family learning and extended hours groups, together with the right of parents to take responsibility for and to become involved in the activities of such groups, ensuring that such groups offer opportunities for all children whatever their race, culture, religion, means or ability;

(b) encouraging the study of the needs of such children and their families and promoting public interest in and recognition of such needs in the local areas;

(c) instigating and adhering to and furthering the aims and objects of the Pre-school Learning Alliance.

3.0 Powers

3.1 To further its aims the Pre-school has the following powers:

(a) to provide accommodation and equipment;

(b) to raise money to pay for the Pre-school’s activities;

(c) to make such payments as shall be necessary;

(d) to fix and collect the fees payable in respect of children attending groups run by the Pre-school;

(e) subject to adherence with all applicable legislation, to control the admission of children to the groups run by the pre-school and if appropriate, require parents or guardians to withdraw them;

(f) as a member of the Pre-school Learning Alliance to send an accredited representative to vote at local Branch and/or County meetings and to the national Annual General Meeting of the Pre-school Learning Alliance;

(g) to borrow money and to charge the whole or any part of the property of the Pre-school as security for any money borrowed subject to complying with the provisions of sections 38 and 39 of the Charities Act 1993 if it is proposed to mortgage land;

(h) to hire or acquire assets of any kind;

(i) to buy, lease or rent any land or buildings and to maintain and equip it for the use of the Pre-school;

(j) to sell, lease or otherwise dispose of all or any part of the Pre-school's property subject to complying with the provisions of sections 36 and 37 of the Charities Act 1993;

(k) to set aside funds for special purposes or as reserves against future expenditure;

(l) to maintain and pay for membership of the Pre-school Learning Alliance;

(m) to insure the property and assets of the Pre-school against any foreseeable risk and to take out other insurance policies to protect the Pre-school as required;

(n) to provide indemnity insurance to cover the liability of the Pre-school Governors 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 Pre-school provided that any such insurance shall not extend to any claim arising from any act or omission which the Pre-school Governors knew to be a breach of trust or breach of duty or which was committed by the Pre-school Governors 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 Pre-school Governors in their capacity as Pre-school Governors of the Pre-school;

(o) to employ such paid and unpaid staff, agents and advisors as maybe required from time to time;

(p) to do any other lawful things which are necessary or desirable to enable the Pre-school to achieve its aims.

4.0 Membership

4.1 Membership of the Pre-school is divided into two kinds:

(a) Family Membership

Parents or guardians of all children who attend any group run by the Pre-school wishing to support the aims of the Pre-school. Each family holding Family Membership will count as one Member of the Pre-school and will be entitled to one vote at any General Meetings of Members of the Pre-school.

(b) Affiliate Membership

Affiliate Membership is open to those individuals, organisations or other bodies interested in supporting the aims of the Pre-school, but they will not be entitled to become an Affiliate Member until the Pre-school shall have received the subscription (if any) set by the Pre-school Governors. An Affiliate Member will be entitled to one vote at any General Meetings of Members of the Pre-school.

4.2 Membership of the Pre-school will cease if the Member concerned:

(a) gives written notice of resignation to the Pre-school;

(b) dies or in the case of an organisation ceases to exist;

(c) fails to pay their membership subscription (if any) within two months from the date on which it is due, in which case the Member will cease to be a Member with effect from the date on which the period of two months expires;

(d) 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;

(e) is removed from membership by a resolution of the Pre-school Governors on the grounds that the Member has acted in a way which brings the Pre-school into disrepute or has failed to abide by the rules of the Constitution. Before the Pre-school Governors decides whether to terminate the membership of a Member the Pre-school Governors will give the Member written notice of the misconduct or failure alleged to have occurred and will give the Member not less than 14 days in which to submit their answer in writing. The Pre-school Governors will have regard to the Member's written response in deciding whether or not to terminate membership. The Pre-school Governors shall have the final decision on whether or not to terminate the membership.

4.3 Membership of the Pre-school is not transferable.

5.0 The Pre-school Governors

5.1 The overall management and control of the Pre-school will rest with the individual members of the Pre-school's management Pre-school Governors ("the Pre-school Governors"). As well as being responsible for the management of the Pre-school the Pre-school Governors are also the charity trustees of the Pre-school.

5.2 The minimum number of Pre-school Governors shall be 5 and the maximum shall be 12, together with up to a further 3 co-opted members. The Pre-school Governors shall consist of:

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

(b) not less than 2 nor more than 9 other elected Members; and

(c) if the Pre-school Governors decides it can co-opt up to 3 further Members on to the Pre-school Governors at any one time.

5.3 Not less than 60 per cent of the Pre-school Governors, including co-opted members, shall at the time of election or co-option be Family Members. In the event that this 60 per cent figure cannot be achieved, the Pre-school may elect Affiliate Members to make up the balance of the Pre-school Governors subject to the Affiliate Members being approved by the local Branch Executive Pre-school Governors of the Pre-school Learning Alliance.

5.4 Where an individual is elected as a Pre-school Governor member it is that individual who is the Pre-school Governors member and charity trustee and no other individual with whom they share Family Membership or Affiliate Membership shall be entitled to stand in their place at Pre-school Governors meetings or have any other rights as a Pre-school Governors member.

5.5

(a) The Officers and Pre-school Governors in 5.2(a) and 5.2(b) shall be elected for one year at the Annual General Meeting. Retiring Officers and Pre-school Governors are eligible for re-election unless they have already served on the Pre-school Governors in any capacity for ten consecutive years.

(b) Co-opted members in 5.2(c) may join at any time on the invitation of the Pre-school Governors but shall retire at the next Annual General Meeting. No co-opted member shall serve for more than six consecutive years.

(c) In the event of the death or resignation of an elected Pre-school Governors member, the vacancy shall be filled until the next Annual General Meeting by a Member appointed by the Pre-school Governors.

5.6 All Pre-school Governors will have one vote each at Pre-school Governors meetings. In the event of a tie the Chair of the Pre-school Governors has a second or casting vote.

5.7 A quorum for Pre-school Governors meetings is not less than half the Pre-school Governors, including any two of the Officers.

5.8 All Members shall be eligible to stand for election to the Pre-school Governors, except ordinarily a Member who is a paid employee of the Pre-school. A Member who is a paid employee of the Pre-school may however be eligible for election to the Pre-school Governors subject to the following conditions being satisfied:

a) No Pre-school Governors member may be paid for services provided to the Pre-school that form part of their duties as a Pre-school Governors member and trustee of the Pre-school;

b) Any services which are provided by a Member who is a paid employee to the Pre-school must be the subject of a written agreement between the individual and the Pre-school on such terms as are considered by the Pre-school Governors to be in the interests of the Pre-school and have been approved by a resolution of the Pre-school Governors;

c) The amount of the remuneration for such services are what is reasonable in the circumstances and do not exceed the amount that is customarily paid by the Pre-school to other persons who are not Pre-school Governors for such services; and

d) Not more than a minority of Pre-school Governors may at any time be the subject of such arrangements with the Pre-school and no such Pre-school Governors shall vote on or sit in any Pre-school Governors meeting at which any matters concerning any such agreement relating to the provision of their services to the Pre-school is considered by the Pre-school Governors.

5.9 Not less than two weeks before the date of the next Annual General Meeting of the Pre-school at which the election of elected Pre-school Governors will take place each Member shall be sent a form which any Member wishing to stand as a candidate for election to the Pre-school Governors must complete and return to the Secretary to indicate their willingness to act as a member of the Pre-school Governors if elected.

5.10 At the Annual General Meeting the prospective new elected members of the Pre-school Governors will 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 elected Pre-school Governors in total.

5.11 At the first Pre-school Governors meeting following the Annual General Meeting at which the newly elected members of the Pre-school Governors are elected they shall choose from amongst their number the members who will act as Chair, Treasurer and Secretary.

5.12 The term of office of any Pre-school Governors member will automatically cease:

- (a) if he or she is not re-elected or re-appointed in accordance with the provisions of this clause 5;
- (b) if they are disqualified under the Charities Acts from acting as a charity trustee;
- (c) if they are incapable whether mentally or physically of managing his or her own affairs;
- (d) if they resign (but only if at least 5 other elected members of the Pre-school Governors will remain in office);
- (e) if they are removed by a resolution passed by a majority of the members of the Pre-school Governors.

6.0 Proceedings of the Pre-school Governors

6.1 The Pre-school Governors shall hold at least 2 meetings each year unless the Pre-school Governors shall decide by simple majority to hold a further meeting or meetings.

6.2 Every issue considered at Pre-school Governors meetings may be determined by a simple majority of the votes cast at the meeting. A written resolution signed by all members of the Pre-school Governors is as valid as a resolution passed in a meeting.

7.0 General Meetings

7.1 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 Pre-school Governors shall decide. All General Meetings other than the Annual General Meeting shall be Extraordinary General Meetings.

7.2 Each Annual General Meeting will be chaired by the Chair or in his/her absence another member of the Pre-school Governors and which shall:

- (a) receive the accounts of the Pre-school for the previous financial year;
- (b) receive an annual report from the Pre-school Governors;
- (c) elect the new members of the Pre-school Governors;
- (d) transact any other business properly put to the meeting.

7.3 An Extraordinary General Meeting may be called at any time at the request of the Pre-school Governors or not less than one quarter of the Members:

- (a) The Secretary or Chair shall send notice of the date, time and place of each Annual General Meeting and any Extraordinary General Meeting, with a list of items to be discussed, to all Members at least two weeks before the date of the meeting.
- (b) If the Pre-school Governors do not call an Extraordinary General Meeting within two months of a proper request to do so, any Member may call the meeting by putting up a notice in a conspicuous place where the group meets at least two weeks before the meeting.

7.4 The quorum for a General Meeting shall be 10% of the members or 5 members, whichever is the greater. If fewer attend, a new meeting must be called at a time and place determined by the Pre-school Governors.

7.5 Proposals may be put to a General Meeting of the Pre-school by the Pre-school Governors or any Member.

7.6 All proposals put to the vote at General Meetings shall be decided by a simple majority of votes cast, except proposals to amend this Constitution or to dissolve the Pre-school which shall require not less than two thirds of the Members present at the meeting to vote in favour.

7.7 No amendments may be made to this Constitution without the prior approval of the Pre-school Learning Alliance and where any amendment is to the aims of the Pre-school set out in paragraph 2.1 or to dissolution under paragraph 11 or to this paragraph 7.7 this shall not take effect without the prior written consent of the Charity Commission.

7.8 A copy of any resolution amending this Constitution must be sent to the Charity Commission within 21 days of it being passed.

8.0 Property

8.1 If the Pre-school acquires an interest in any property, either as a freehold, lease or licence of any land or buildings, then this property interest will be held by individuals appointed by the Pre-school Governors to act as custodian trustees of the property on behalf of the Pre-school. These custodian trustees may be members of the Pre-school Governors, Members of the Pre-school or any other persons which the Pre-school Governors may appoint. A custodian trustee need not be a Member of the Pre-school. The custodian trustees are not charity trustees and appointment as a custodian trustee will not of itself make a custodian trustee either a Pre-school Governors member or Member of the Pre-school. Where custodian trustees are required to hold property on behalf of the Pre-school then there shall not be less than 2 or more than 4 of them appointed by the Pre-school Governors at any time.

8.2 Custodian trustees will hold office until:

- (a) death; or
- (b) retirement with the consent of the remaining custodian trustees; or
- (c) removal by a resolution of the Pre-school Governors; or
- (d) removal by operation of the law

but no retirement or removal shall be effective unless there will be at least two remaining custodian trustees.

8.3 In the absence of fraud or wilful default the custodian trustees are entitled to be indemnified out of the Pre-school's assets against any risks or expenses incurred by them in the exercise of their duty as custodian trustees for the Pre-school.

8.4 The Pre-school Governors may convene a meeting with the custodian trustees at any time and shall do so within one month of receiving a request for such a meeting from a majority of the custodian trustees acting for the Pre-school, provided that the subject matter of any meeting will be limited to discussing matters relating to the property held by the custodian trustees for the Pre-school and its management.

9.0 Finance and Accounts

9.1 The Pre-school Governors will ensure that the Pre-school complies with the requirements of the Charities Acts as to the keeping of financial records, the auditing of accounts and the preparation and transmission to the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

9.2 The accounting records shall, in particular, contain:-

- (a) 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
- (b) a record of the assets held and any monies owed by the Pre-school.

9.3 At each meeting of the Pre-school Governors the Treasurer shall normally present an up to date written statement of accounts to the Pre-school Governors.

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

9.5 The Pre-school may open one or more bank accounts. All bank accounts will be in the name of the Pre-school.

9.6 Cheques and orders for payment of money from these accounts shall require to be signed by two designated persons, one of whom shall be an Officer unless the Pre-school Governors shall decide to allow cheques and orders for small amounts set by the Pre-school Governors to be signed by a single signatory. A duplicate of all bank statements should normally be sent to the Chair.

10.0 Minutes

10.1 The Pre-school Governors will keep minutes of all proceedings at meetings of the Pre-school and of the Pre-school Governors.

11.0 Dissolution

11.1 If the Pre-school Governors resolves that the aims of the Pre-school can no longer be fulfilled, the Pre-school Governors will convene an Extraordinary General Meeting of the Pre-school to consider the winding up and dissolution of the Pre-school.

11.2 If the Extraordinary General Meeting referred to in paragraph 11.1 decides by a two thirds majority of the Members present and voting that the Pre-school should be wound up the Pre-school Governors 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) in accordance with paragraph 11.4.

11.3 If at the Extraordinary General Meeting a quorum is not present within 1 hour of the time appointed for the meeting then the meeting will be adjourned to the same day of the next following week at the same time and place. If at the adjourned meeting a quorum is again not present within 1 hour of the time appointed for the meeting then the Members present shall constitute a quorum

11.4 If the Pre-school 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 Pre-school but shall be applied in one or more of the following ways:

- (a) transferred to the Pre-school Learning Alliance or, with the agreement of the Pre-school Learning Alliance, to another pre-school established as a charity whose governing instrument prohibits the distribution of income and property to an extent at least as great as is imposed on the Pre-school and whose objects are similar to those of the Pre-school; or
- (b) in such other manner consistent with the charitable status of the Pre-school as the Pre-school Learning Alliance and the Charity Commission have approved in writing in advance.

12.0 Indemnity

12.1 Subject to the provisions of the Charities Acts, every member of the Pre-school Governors shall be indemnified out of 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.

Pre-school Learning Alliance Membership Number

This constitution was approved by the members of Little Acorns:
at a General meeting held on

Signed (Chair)

Signed (Secretary)

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