

The Companies Act 2006

Company Limited by Guarantee No 4253796

SPECIAL RESOLUTION

MADE ON

Wednesday November 13th, 2013

I declare that the following is a true copy of a Special Resolution duly passed by the above-named company in accordance with the Companies Acts

"IT IS RESOLVED THAT

- (a) The Articles of Association of the The Links Daycare Centre Ltd be deleted in their entirety and the attached Articles marked be substituted in their place "

Director Sarah Shilton



Director Karen Oliver



Date 20th November 2013



Articles of Association of Links Daycare Centre Ltd

A Company Limited by Guarantee & not having a share capital

Definitions

- 1 Words and expressions used in these articles shall have the meanings ascribed to them in article 69

Name

- 2 The name of the Company is "Links Daycare Centre Ltd".

Objects

3. The objects of the Social Enterprise shall be
- (a) To provide high quality, affordable education and childcare for pre-school children in a safe, caring and stimulating environment,
 - (b) To provide out of school hours activities for pre-school and primary children, in a safe, caring and fun environment, enabling parents to become economically active,
 - (c) To provide opportunities in a well-equipped environment, which allow all children to develop to their full potential, recognising and celebrating individual needs and interests,
 - (d) To support partnership working establishing trusting links between local schools, the community and families,
 - (e) To promote and enable personal and professional development amongst all Company employees,
 - (f) To manage and improve the facilities and services of the Company which, in the opinion of the Directors, may enhance the sustainability of the Company;

Not-for-profit status

- 4 The income and property of the Company shall be applied solely towards the promotion of its objects set out in this document, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the Directors or Members of the Company
- 5 If upon the winding up or dissolution of the Company there remains - after the satisfaction of its debts and liabilities - any property, the same shall be given or transferred to some other institution(s) having objects similar to the objects of the Company (which may include local groups and organisations which are Members of the Company).

Members' limited liability

6. The liability of the Members is limited
- 7 Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time they are a Member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which they ceased to be a Member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling

Equality of opportunity

- 8 In carrying out its objects, the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.

Board of Directors

- 9 The Company shall have a Board of Directors comprising not less than three
- 10 The initial Directors shall be appointed by the subscribers to the Articles. Subsequently, Directors shall be elected by and from the Membership at (or prior to) the Annual General Meeting
- 11 The election of Directors shall be conducted in accordance with procedures that may be established and amended from time to time by the Directors. Directors may be elected at the Annual General Meeting by the Members present, or prior to the Annual General Meeting by a ballot of the Members
- 12 If the Directors believe it would benefit the company or the number of Directors is less than the minimum prescribed in these articles, the Directors may co-opt other people to serve on the Board of Directors, provided that at no time shall more than one-third of the Directors comprise co-opted people.
- 13 At every third Annual General Meeting, one-third of the elected Directors shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The Directors to retire shall be those longest in office since their last election. Where there are Directors who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. Retiring Directors shall be eligible for re-election
- 14 Under no circumstances shall any of the following serve as Directors
- (a) persons aged under eighteen years,
 - (b) persons who are disqualified by law from serving as a Company Director;
 - (c) persons who if required receive an unsatisfactory check from the Disclosure and Barring Service or equivalent or who are on the Sex Offenders register,
 - (d) persons who have an unspent conviction involving dishonesty or deception
- 15 The office of a Director shall be immediately vacated if s/he
- (a) resigns her/his office in writing to the Board of Directors, or
 - (b) fails to attend three consecutive Directors meetings without good reason, and the remaining Directors decide that s/he shall vacate office by reason of such absence, or
 - (c) in the opinion of a majority of the Directors, fails to declare her/his interest in any contract, or
 - (d) is expelled by the majority of Directors for conduct they feel is prejudicial to the Company, or
 - (e) is disqualified by law from serving as Company Directors, or
 - (f) that person is convicted of an offence involving dishonesty or deception; or
 - (g) in the opinion of a majority of the Directors, fails to comply with the general duties of a Director as contained in sections 171-177 of the Act; and is removed from office by resolution of the Company in a General Meeting in accordance with sections 168 and 169 of the Act

Powers and Duties of the Board of Directors

- 16 The business of the Company shall be managed by the Directors as they decide within accordance of these articles
- 17 A Director of the Company has by law to comply with the sections 171-177 of the Act, to
 - (a) act within their powers, promote the success of the Company,
 - (b) exercise independent judgement, exercise reasonable care, skill and diligence,
 - (c) not accept benefits from third parties, avoid conflicts of interest,
 - (d) declare an interest in a proposed transaction or arrangement.
- 18 A person who ceases to be a Director continues to be subject to.
 - (a) the duty in section 175 of the Act (duty to avoid conflicts of interest) as regards the exploitation of any property, information or opportunity of which they became aware at a time when they were a Director, and
 - (b) the duty in section 176 of the Act (duty not to accept benefits from third parties) as regards things done or omitted by them before they ceased to be a Director
- 19 All receipts for moneys paid to the Company shall be executed in such manner as the Directors shall from time to time direct, provided that all instruments of expenditure above a specified amount must be signed by at least two Directors
- 20 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, subject to such consents as may be required by law
- 21 If the number of Directors is less than three, the remaining Directors may only act for the purposes of increasing their number

Sub-Committees

- 22 The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit Any Sub-Committee formed shall conform to any regulations imposed on it by the Directors

Proceedings of the Board of Directors

23. The quorum necessary for the transaction of the business of the Board of Directors shall be three Directors.
24. Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
25. Notice of any Directors meeting must indicate.
 - (a) its proposed date and time, where it is to take place, and
 - (b) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 26 Notice of a Directors meeting must be given to each Director, but need not be in writing
- 27 Questions arising at any meetings shall be decided by a majority of votes, each Director having one vote on each question to be decided In the case of an equality of votes the resolution shall be deemed to be lost.

28. A Director shall declare an interest in and shall not speak and/or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it. Recognition and approval of a Director's declaration must be agreed and the vote recorded in the minutes
29. The Directors shall ensure accurate records to be made of
 - (a) the name, details and date of appointment of all persons appointed to office,
 - (b) the names of the Directors, representatives and other persons present at all General, Directors and Sub-Committee meetings of the Company,
 - (c) minutes of all proceedings and resolutions at all General, Directors and Sub-Committee meetings of the Company
30. All such records and minutes shall be open to inspection at any reasonable time by any Director and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection for a minimum of ten years
31. All acts undertaken by the Directors or by any person acting as a Director shall, even if it be afterwards discovered that there was some defect in the appointment of this person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director
32. A resolution in writing, signed by a majority of the Directors for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Directors, and may consist of several documents in the same form, each signed by one or more Directors.

General Meetings

33. Decisions at General Meetings shall be made by passing resolutions
 - (a) Decisions involving an alteration to the Articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than seventy-five per cent of votes cast
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast
34. The Company may in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year
35. The business of an Annual General Meeting shall comprise
 - (a) the consideration of the Report and Accounts presented by the Directors;
 - (b) the election of Directors, or the announcement of the results of such elections if these have been conducted by ballot prior to the meeting,
 - (c) the fixing of annual subscriptions,
 - (d) the appointment and the fixing of the remuneration of the auditor or auditors,
 - (e) such other business as may have been specified in the notices calling the meeting
36. All General Meetings other than the Annual General Meeting shall be called General Meetings
37. The Directors may whenever they think fit convene a General Meeting if requested by ten per cent of the Members of the Company, as provided by section 303 of the Act

Proceedings at General Meetings

- 38 No business shall be transacted at a General Meeting unless a quorum is present Unless otherwise decided by a General Meeting, three Members or thirty per cent of the total Membership, whichever is the greater, shall be a quorum
- 39 If, within thirty minutes from the time appointed for the meeting, a quorum is not present, the meeting, if requested by the Members, shall be dissolved In any other case it shall stand adjourned until such time and place as the Directors may decide, and all Members shall be given such notice as is practicable of the adjourned meeting The Members present at a meeting so adjourned shall constitute a quorum for that meeting only
40. The Board of Directors may with a majority vote adjourn the meeting from time to time, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place A new notice is only required if the adjournment is for thirty days or more

Members

- 41 The first Members of the Company are the founder Directors The Directors may, at their discretion, admit to Membership individuals aged eighteen years or over and organisations who are supportive of the objects of the Company, and who have paid or agreed to pay the annual subscription for the time being in force
- 42 Each Member which is an organisation shall appoint a representative, who shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as a Member. Member organisations shall provide such confirmation of their choice of representative as may be required by the Company

Register of Members

- 43 The Company shall maintain a Register of Members recording the name, address and the dates on which they became and ceased to be a Member Every Member shall either sign a written consent form or sign the Register of Members on becoming a Member, and in the case of a Member organisation, a duly authorised officer shall sign on its behalf A Member shall notify the Board of Directors in writing within seven days of a change of their name, address or contact details

Cessation of Membership

- 44 The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.
- 45 A Member shall cease to be a Member if s/he or it
- (a) resigns in writing to the Board of Directors; or
 - (b) fails to pay the annual subscription within three months after the date it became due; or
 - (c) is wound up, goes into liquidation or no longer has any links to the activities / objects of the company, if an organisation; or
 - (d) is expelled by the majority of Directors for conduct they feel is prejudicial to the Company

Voting at General Meetings

- 46 Any decision that may be made at a General Meeting of the Company may be made by written resolution, other than a decision to remove a Director or auditor before the expiry of their term of office

- 47 A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.
48. The majorities required to pass a written resolution are as follow
- (a) for an ordinary resolution, approval is required from a simple majority of the Members eligible to vote
 - (b) for a special resolution, approval is required from not less than 75% of the Members eligible to vote.
- 49 The document indicating a Member's approval of a written resolution may be sent to the Company as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- 50 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to Members.
- 51 A written resolution is passed as soon as the required majority of eligible Members have signified their agreement to it.
- 52 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 53 At a General Meeting any member can appoint a proxy to act on their behalf. A proxy form must be included with the notices calling a General Meeting. The proxy form must make clear that the proxy can attend, speak and vote at the meeting, and the forms must be deposited at the registered office of the company two clear days before the date of the meeting.
- 54 Only one vote may be cast by or on behalf of each Member eligible to vote on any particular resolution.
- 55 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least two Members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportions of the votes cast in favour or against such resolution.
56. If a secret ballot is duly demanded it shall be taken in such a manner as the Board of Directors directs, provided that each Member eligible to vote shall have only one vote and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
- 57 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
- 58 In the case of an equality of votes, whether on a show of hands or on a ballot, the Directors of the Company shall not have a second or casting vote and, therefore, the resolution shall be deemed to be lost.

Notices

59. A General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Director shall be called by at least fourteen days clear notice. However, a General Meeting may be called with shorter notice if it is agreed as follows:
- (a) at an Annual General Meeting, by all those entitled to attend and vote,
 - (b) at any other General Meeting, by at least ninety per cent of those entitled to attend and vote

- 60 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Director or the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- 61 Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice, and shall be given personally or sent by post, or electronically to each Member at the address recorded in the Register of Members and to other persons at their Registered Office
- 62 Notice shall be deemed to have been served
- (a) immediately on being handed to the Member personally, or
 - (b) twenty-four hours after being sent by electronic means to an address provided for that purpose or delivered by hand to the relevant address, or
 - (c) two clear days after being sent by post to that address, or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person, or
 - (e) immediately the Member acknowledges receipt if this is sooner than is required by the above
63. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Secretary

- 64 The Directors may appoint a Secretary of the Company upon such conditions as they think fit

Accounts

- 65 The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records and the preparation and transmission to the Registrar of Companies of annual reports and accounts
- (a) The Company will make available a copy of its annual accounts and reports for each financial year to
 - i. every Member of the Company, every holder of the Company's debentures, and
 - ii. every person who is entitled to receive notice of General Meetings.
 - (b) Copies need not be sent to a person for whom the Company does not have a current address, nor to anyone who is not entitled to receive notices of General Meetings of the Company
 - (c) Copies of the Company's annual accounts and reports shall be made available on or before the date on which the Company delivers its accounts and reports to the Registrar of Companies

Audit

- 66 In accordance with the law for the time being in force the Company may - if eligible - apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors whose duties are regulated in accordance with sections 485 and 498 of the Act

Indemnity

- 67 Every Director or auditor or officer of the Company shall be indemnified, when the judgement is given in her/his favour or in which s/he is acquitted, out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her/his office Except where such losses or liabilities shall, in the opinion of the majority of Directors, cause detriment and financial hardship to the Company or is inappropriate with the objects of the Company.

Regulations

68. The Company in General Meeting or the Directors may make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules for the management, conduct and regulation of the affairs of the Company Ensuring that such regulations are not inconsistent with the memorandum and articles, and do not amount to an alteration to said documents All Directors and Members of the Company and the Directors shall be bound by such regulations whether or not they have received a copy

Interpretations

- 69 In these articles

“The Act” means the Companies Act 2006 and those other elements of company law defined in Section 2 of the Companies Act 2006, in so far as they apply to the Company

“The Company” means the company to which these articles apply.

“The Articles” means these Articles of Association

“The Board of Directors” is all those persons appointed to perform the duties of Directors of the Company

“Clear days” in relation to a period of notice means the period excluding the day when the notice, or proxy, is given and the day on which it is to take effect.

“Employee” means anyone holding a current contract of employment with the Company

“Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy

“Electronic form” has the meaning given in section 1168 of the Companies Act 2006

“Member” has the meaning given in section 112 of the Companies Act 2006.

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006.

“In writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act