

SCHEME OF

THE CHARITY COMMISSION FOR ENGLAND AND WALES

Authorising the adoption of an agreed Model Constitution under the powers given under the Charities Act 2011

dated the

2 August
2016

for the charity known as

PRE-SCHOOL LEARNING ALLIANCE - 1096526

at

National

Mike McKillop

A member of staff of the Charity Commission authorised to act on behalf of the Charity Commission

WHEREAS it has been represented to the Commission by the trustees of the Pre-school Learning Alliance (hereinafter referred to as the 'National Body') that the administration and governance of the affiliated charities listed in Schedule one to this Scheme (hereinafter referred to as the 'Member Charities') would be better regulated within the framework of the Model Constitution agreed between the Commission and the National Body (hereinafter referred to as 'the 2011 Model');

AND WHEREAS each of the Member Charities have confirmed to the National Body their ability and willingness to adopt the said 2011 Model, subject to obtaining any necessary consents required from the Commission;

AND WHEREAS the Commission considers it would be expedient in the interests of the Member charities for their Administration and governance to be better regulated within the framework of the 2011 Model ;

SCHEME

The Commission hereby directs that to the extent required by the individual governing documents of the Member charities the Commission authorises the adoption by each of the charities listed in Schedule one to this Scheme of the 2011 Model Constitution prepared by the National Body and appearing in Schedule two to this Scheme.

SCHEDULE ONE

Charity Name	Charity Number
Mere Green Under Fives	1019905
Acton Playgroup	1027943
All Saints Preschool	1026646
Armitage Pre-school	1043420
Bassetts Farm Pre-school	900102
Bees Knees Childcare Centre	1089217
Billericay Catholic Pre-school	1037616
Birchanger Nursery Unit	1087372
Bosley Bobkins Pre-school	1054290
Boughton Monchelsea Playgroup Association	1037839
Bright Sparks Childcare Centre	1125428
Brington and Whilton Playgroup	1037535
Broadbottom Pre-school Playgroup	1035816
Burham Pre-school Playgroup	1030397
Burma Court Playgroup	1036944
Busy Bees Pre-school	702805
Carlton Miniott Pre-school and Nursery (working name The Learning Tree Nursery)	702691
Castor and Ailsworth Pre-school	1023316
Charlwood Pre-school	1036530
Cock Robin Pre-school	1036596
Cromdale Way Pre-school	701507
Cygnets Playgroup Barton Stacey	1060922
Daisy Hill Pre-school Playgroup	1045977
Drayton Daisy Chain Pre-school	1036213
Duffield Pre-school	1089664
Dyason Playgroup	1035533
Eaton Socon Pre-school	293273
Elworth Pre-school Group	1048433
Emley Playschool	1145082
Emmanuel Pre-school	1132278
Ferriby Pre-school	1027204
Finchingfield Pre-school and Toddlers	1021405
First Steps Pre-school (Driffield)	1035653
Hampton in Arden Pre-school Learning Alliance	1034251
Hawley Memorial Hall Pre-school	1084456
Heather Playgroup	802275
Hellesdon Community Pre-school	1036162
Hokey Cokey Playgroup	1036775
Holbrook and District Pre-school Playgroup	1019944
Hollingbourne Pre-school	1056225
Holmbury St Mary Playgroup	1054631
Holmes Chapel Community Pre-school	1017112
Holy Spirit Pre-school Association	1041501

Honeybees Playgroup	1022441
Hunton and Linton Under Fives Playgroup	1035846
Hurley Pre-school	1000974
Jack & Jill Community Playgroup	1031504
Jigsaw At St John's	1088132
Kiddiwinks Pre-school	1023536
Kingsley And District Nursery	1026418
Kingsway Playgroup	291729
Kiveton and Wales Pre-school Daycare	1036760
Langstone Community Nursery	1110089
Lavenham Preschool	1048612
Leahurst Road Pre-school	1018262
Leaside Under Fives Kindergarten	1142831
Little Owl Pre-school	1086544
Love Lane Pre-school	800936
Low Moor Pre-school	1035394
Lyndhurst Pre-school	1107974
Madginford Pre-school	1064082
Mereworth Pre-school Playgroup	1033137
Mini Cowpers Pre-school Group	1130246
Misterton Pre-school Group	1028155
Monkton Under Fives Playgroup	1026638
Muscliff Community Playgroup	1026291
Nether Heage Playgroup	1048670
New Stepping Stones Playgroup	1045589
Noah's Ark Pre-school	1061741
North Duffield Under Fives	1045432
Oatlands Pre-school	1042535
Occold Pre-school	1034160
Orton Longueville Playgroup	1015208
Penge Community Pre-school	1027244
Pensilva Playgroup	1026118
Platform Three Playgroup	1032597
Regents Park Community Playgroup	1037733
Royal Air Force Northolt Lysander Pre-school	1077795
Scallywags Pre-school (Edgworth)	1088963
Seal Village Pre-school	1027722
Sevington Playgroup	1026899
Shelf Pre-school	1035756
Shipdham Playgroup	1019292
Spinney Pre-school	1087651
St Barnabas Pre-school Nursery	1033523
St Francis Pre-school (Strood)	1036315
St Johns Pre-school Group	1026648
St Mary's Nursery Group (Albrighton)	1088584
St Mary's Playgroup (Lymm)	1026307
St Oswalds Accredited Pre-school Nursery	1037192

St Wulstan's Childcare Group	1056507
Starlings Pre-school	1039597
Stepping Stones Pre-school	1038393
Stowey Bears Pre-school	1023538
Teynham Community Pre-school	1025917
The Caterpillar Club	1064997
The Early Years Playgroup	700962
The Greenwood Pre-school	291077
The Owl and the Pussycat Pre-school	1025530
The Three Bears Pre-school	1014449
Tollerton Playgroup	1019649
Tot's Pre-school	1063187
Trelowan Pre-school Playgroup	1031344
West Chinnock Playschool	1082540
West Totton Squirrels Preschool Learning Alliance	1025265
Westbrook Little People Playgroup	1029611
Westview Playgroup	1020794
Wheelock Pre-school	1016691
Wilkes Green Playgroup	1034594
Winsley Acorns Pre-school	1029827
Winterbourne Early Years Centre	1002792
Winton Pre-school Playgroup	1035687
Woodpeckers Nursery	1064941
All Saints Nursery School	803752
Yeoford Playgroup	1023555
Sparklers Pre-school	1027960
Brough Pre-school Nursery	1035989
Highley Minors Childcare Centre	1027316
Rainbow Playgroup	1133135
Cuckfield Pre-school Playgroup	1005708
Wollaton Park Pre-school	1033374

SCHEDULE TWO

Pre-school Learning Alliance Model Pre-school Constitution 2011

1.0 Name

1.1 The name of the pre-school is _____ 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;
- (d) to make such payments as shall be necessary;
- (c) to fix and collect the fees payable in respect of children attending groups run by the Preschool;
- (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 Committee members 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 Preschool provided that any such insurance shall not extend to any claim arising from any act or omission which the Committee members knew to be a breach of trust or breach of duty or which was committed by the Committee members 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 Committee members in their capacity as Committee members 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. Affiliate Members may join at any time with the agreement of the Committee, 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 Committee. An Affiliate Member will be entitled to one vote at any General Meetings of the 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), or in the case of Family Members fails to pay their Pre-school fees, 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 passed by a majority of the members of the Committee on the grounds that they have acted in a way which brings the Pre-school into disrepute or has failed to abide by the rules of the Constitution. Before the Committee decides whether to remove the Member, the Committee will give the member written notice of the misconduct or failure alleged to have occurred. The Member will have not less than 14 days in which to submit a written response to the notice. The Committee will have regard to this written response before making the final decision on whether or not to terminate their membership.
- (f) is an Affiliate Member whose membership is not renewed within 12 months of the date the subscription (if any) pertaining to their membership was set and received by the Committee.

4.3 Membership of the Pre-school is not transferable.

4.4 Individual membership status may change if the Member's circumstances change during the year from a Family Member to an Affiliate Member.

5.0 The Committee

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

5.2 The minimum number of Committee members shall be 5 and the maximum shall be 12, together with up to a further 3 co-opted members. The Committee 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 Committee decides it can co-opt up to 3 further Members on to the Committee at any time after the AGM.

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

5.4 Where an individual is elected as a Committee member it is that individual who is the Committee 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 Committee meetings or have any other rights as a Committee member.

5.5 (a) The Committee members in 5.2(a) and 5.2(b) shall be elected for one year at the Annual General Meeting. Retiring Committee members are eligible for re-election unless they have already served on the Committee 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 Committee but shall retire at the next Annual General Meeting. No co-opted member shall serve for more than six consecutive years.

(d) In the event of the death or resignation of an elected Committee member, the vacancy shall be filled until the next Annual General Meeting by a Family Member or an Affiliate Member appointed by the Committee.

5.6 All Committee members will have one vote each at Committee meetings. In the event of a tie the Chair of the Committee has a second or casting vote.

5.7 A quorum for Committee meetings is not less than half the Committee, including any two of the Officers.

5.8 All Members shall be eligible to stand for election to the Committee, 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 Committee subject to the following conditions being satisfied:

a) No Committee member may be paid for services provided to the Pre-school that form part of their duties as a Committee 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 Committee to be in the interests of the Pre-school and have been approved by a resolution of the Committee;

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

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 Committee members will take place each Member shall be sent a form which any Member wishing to stand as a candidate for election to the Committee must complete and return to the Secretary to indicate their willingness to act as a member of the Committee if elected.

5.10 At the Annual General Meeting the prospective new elected members of the Committee will be those candidates receiving the highest number of votes from the Members, up to a maximum of 12 elected Committee members in total. Candidates will need to notify their willingness to stand on the Committee to the Secretary.

5.11 At the first Committee meeting following the Annual General Meeting at which the newly elected members of the Committee 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 Committee 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 Committee will remain in office);
- (e) if they are removed from the Committee by a resolution passed by a majority of the members of the Committee on the grounds that they have acted in a way which brings or is likely to bring the Pre-school into disrepute or he/she has failed to abide by the rules of the Constitution. Before the Committee decides whether to remove the Committee member, the Committee will give him/her written notice of the misconduct or failure alleged to have occurred. The Committee member will have not less than 14 days in which to submit a written response to the notice. The Committee will have regard to this written response before making the final decision on whether or not to remove him/her from the Committee.

6.0 Proceedings of the Committee

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

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

6.3 A Committee member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interest of the Pre-school and any personal interest (including but not limited to any personal financial interest) which the Committee member may have in the matter under consideration and take no part in any vote on the matter.

6.0 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 Committee 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 Committee and which shall:

- (a) receive the accounts of the Pre-school for the previous financial year;
- (b) receive an annual report from the Committee;
- (c) elect the new members of the Committee;
- (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 Committee 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 Committee 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 Committee. If at the adjourned meeting a quorum is again not present 1 hour after the time appointed for the meeting then the Members present shall constitute a quorum.

7.5 Proposals may be put to a General Meeting of the Pre-school by the Committee 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 which would authorise any financial benefit to be received by trustees or to this paragraph 7.7 this shall not take effect without the prior written consent of the Charity Commission. (In this paragraph a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.)

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 Committee to act as holding trustees of the property on behalf of the Pre-school. These holding trustees may be members of the Committee, Members of the Pre-school, Member of staff or any other persons which the Committee may appoint. A holding trustee need not be a Member of the Pre-school. The holding trustees are not charity trustees and appointment as a holding trustee will not of itself make a holding trustee either a Committee Member or Member of the Pre-school. Where holding 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 Committee at any time.

8.2 Holding trustees will hold office until:

(a) death; or

(b) retirement with the consent of the remaining holding trustees; or

(c) removal by a resolution of the Committee; or

(d) removal by operation of the law

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

8.3 In the absence of fraud or wilful default the holding 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 holding trustees for the Pre-school.

8.4 The Committee may convene a meeting with the holding trustees at any time and shall do so within one month of receiving a request for such a meeting from a majority of the holding 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 holding trustees for the Pre-school and its management.

9.0 Finance and Accounts

9.1 The Committee 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 Committee the Treasurer shall normally present an up to date written statement of accounts to the Committee.

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

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 normally be signed by two designated persons, one of whom shall be an Officer. Where the Pre-school is not subject to any conditions of a grant which requires two signatories, the Committee may decide to allow cheques and orders for small amounts set by the Committee to be signed by a single signatory. A duplicate of all bank statements should normally be sent to the Chair.

9.7 The Committee may resolve to set aside income as a reserve against future expenditure but only in accordance with a written reserves policy.

10.0 Minutes

10.1 The Committee will keep minutes of all proceedings at all meetings of the Pre-school and of the Committee. The minutes shall record:

- a) the names of everyone present at the meeting;
- b) the decisions made at the meetings;
- c) where appropriate, the reasons for and any actions arising from the decisions; and
- d) any other material details regarding the meeting.

11.0 Dissolution

11.1 If the Committee resolves that the aims of the Pre-school can no longer be fulfilled, the Committee 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 Committee in consultation with the Pre-school Learning Alliance shall transfer all of the assets of the Pre-school (subject to the satisfaction of all debts and liabilities of the Pre-school) 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 Preschool 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 Committee 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.