

The Wacky After-school and Holiday Club Ltd

Constitution

as amended by agreement of the Club members at a General Meeting held at the Wacky premises 8pm 27th June 2017

1. Name

The name of the Association shall be The Wacky After-school and Holiday Club Ltd (hereafter called "the Club").

2. Status

- (a) The Club shall be run as a limited Company with at least two Directors, appointed by the committee and, subject to Clause 2(b) below, to include the Chair as elected under Clause 6 below. Other members of the Company shall be those defined by Clause 5 below. The constitution shall be applied in conjunction with the Memorandum and Articles of Association of The Wacky After-School and Holiday Club' and the Companies Act 2006.
- (b) The Chair as elected under Clause 6 below shall have the right to decline to be a Director subject to the consent of the Committee. In such a case the other Directors may elect a chair from among themselves to chair Committee meetings, without prejudice to the other activities of the Chair.

3. Objects

The objects of the Club shall be:

- (a) to provide the necessary facilities for the daily care, recreation and education of children during out of school hours and school holidays;
- (b) to advance the education and training of the persons in the provision of such care, education and recreational facilities.

4. Powers

In furtherance of the said objects but no further or otherwise, the Club shall have the following powers:

- (a) to employ on such terms and conditions of employment as the Club shall determine any paid or voluntary worker or workers to assist in the attainment of the said objectives;
- (b) to charge for childcare periods/sessions such fees as shall be determined at the Annual General Meeting hereinafter mentioned;
- (c) to raise funds and apply for, invite, obtain, collect and receive contributions from any other person or persons whatsoever by way of subscription, donation, grant, legacy and otherwise; provided that the Group shall not undertake any permanent trading activities in raising funds for the said objectives;
- (d) to do all such other lawful things as shall further the attainment of the said objectives or any of them.

5. Membership

- (a) Membership shall be open to all parents or guardians on the attendance register of the Club.
- (b) The committee hereinafter constituted shall have the right
 - (i) to approve or reject applications for membership;

- (ii) to terminate the membership of any member for good and sufficient reason, provided that the member concerned shall have the right to be heard by the committee before final decision is made.
- (c) Every member shall subscribe to the Club such annual sum for the next academic year as shall be determined at the Annual General Meeting hereinafter mentioned and the words "academic year" shall mean the period September 1st to July 31st.

6. Honorary Officers

- (a) At the Annual General Meeting hereinafter mentioned, the Club shall elect a Chair(person), a Secretary and a Treasurer (hereinafter called "the Honorary Officers"), being persons who are members of the Club.
- (b) The Honorary Officers may stand for re-election (if they so desire) at each Annual General Meeting after their first appointment.
- (c) The Honorary Officers shall be ex-officio members of the Committee hereinafter constituted.
- (d) If an Honorary Officer elects to stand down or is unable to continue in post for the full term of their appointment, the Committee shall elect a replacement Honorary Officer from among the Committee and shall call a General Meeting with not less than 14 days' notice for the Club to approve the replacement Honorary Officer. The replacement Honorary Officer may stand for re-election at each Annual General Meeting following their appointment, if they so desire.

7. Committee

- (a) Save as otherwise herein provided, the policy and general management of the affairs of the Club shall be directed by the Committee hereinafter constituted.
- (b) The committee shall consist of the Honorary Officers and not less than two and not more than eight other members of the Club elected by the Annual General Meeting hereinafter mentioned.
- (c) In addition to the Honorary Officers and the members so elected, the Committee may co-opt to serve on the committee in an advisory capacity other interested individuals or representatives of statutory or voluntary agencies active in the locality or of such other organisations as the Committee may determine, provided that no such co-opted member shall be entitled to vote.
- (d) The members of the Committee shall hold office until the conclusion of the Annual General Meeting next after their election or co-option, as the case may be, but shall be eligible for re-election or re-co-option.
- (e) The Committee shall meet not less than six times per year.
- (f) Four members of the Committee (or one third of the Committee members for the time being - whichever is the greater) shall constitute a quorum.
- (g) Minutes shall be kept by the Secretary to record all proceedings and resolutions of the Committee.

8. General Meetings

- (a) The Annual General Meeting of the Club shall be held not later than the 1st of December each year at such a time and place as the Committee shall determine. At such Annual General Meeting the business shall include:
 - (i) the receipt of the Annual Report and the accounts for the preceding year from the Committee;
 - (ii) the appointment of an auditor or auditors;
 - (iii) the election of the Honorary Officers and the members (other than co-opted members) to serve on the Committee;
 - (iv) the determination of the childcare session fees for the following calendar year;

- (v) the determination of the annual membership subscription payable under 5(c) above;
 - (vi) the transaction of such other matters as may from time to time be necessary.
- (b)
- (i) The Committee may at any time, and the Secretary shall within 21 days of receiving a written request to do so signed by not less than one quarter of the members for the time being of the Club (or such other number of the Club the General Meeting may from time to time determine), and, giving reasons for the request, call a special General Meeting of the Club;
 - (ii) Notification of a General Meeting shall be given in writing by the Secretary to all members not less than 28 days prior to the meeting.
- (c)
- (i) The quorum for a General Meeting shall be one third of the total membership, for the time being, of the Club, or such other number as the Club in General Meeting shall from time to time determine;
 - (ii) Save as otherwise herein provided, all questions arising at a General Meeting shall be decided by a simple majority of those present and voting thereat. A member of the Club shall be entitled to appoint a proxy who shall be a member of the Club to attend any General Meeting that she or he is unable to attend and to exercise the vote of this member in whose stead she or he is attending in addition to her or his own vote, provided that no such entitlement shall apply in respect of clauses 9 and 10 hereof. Save as foresaid, no person shall exercise more than one vote but in the case of all equality of votes the Chair, on the absence the member elected to chair the meeting, shall have second or casting vote.

9. Finance

(a) Accounts

The Committee shall comply with their obligations under the Companies Act 2006 with regard to:

- (i) the keeping of accountancy records for the Club;
- (ii) the auditing or independent examination of the statements of account for the Club;
- (iii) the preparation and submission to Companies House of annual statements of account for the Club.

(b) Funds

The funds of the Club shall be applied only in furtherance of its objects and no payment shall be made to any member except for services actually rendered or reasonable and proper out of pocket expenses.

(c) Bank Account

A bank account shall be maintained in the name of the Club with Barclays Bank plc or such other bank as the Committee may from time to time determine. The Committee shall authorise in writing the Secretary, the Treasurer and two other members of the Committee (not being co-opted members) to sign cheques on behalf of the Club. All cheques must be signed by not less than two of the four authorised signatories, at least one of whom shall be a Committee member.

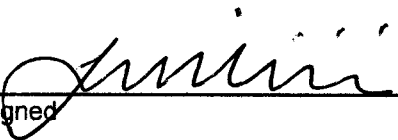
10. Alteration to the constitution


No alteration or addition to this constitution shall be made except at a General Meeting of the Club called for such purpose. No alteration or addition shall be made to Clause 3, Clause 10 and Clause 11. Alterations or additions to the constitution shall receive the assent of not less than two thirds of all members present and voting at a General Meeting.

11. Dissolution

The Club may be dissolved by a resolution passed by a two thirds majority of those present and voting at a special General Meeting convened for the purpose, of which 21 days' notice shall be given to the members. Such a resolution may give instructions for the disposal of any assets held by or in the name of the Club but, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among other members of the Club, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Club as the Club may determine and, if and in so far as effect cannot be given to this provision, then to some other charitable purpose.

Signed on behalf of the Wacky After-School and Holiday Club Limited

Signed 
Print name JULIET WHITE
Title DIRECTOR
Date 27/6/17

Signed 
Print name SEEMA GREWAL
Title DIRECTOR
Date 27/6/17