

STRUCTURE OF BLACKHALL NURSERY

(a company limited by guarantee, registered number 270878,
and registered as a charity, number SC029338)

This revised version of the structure document, first
adopted by the Board of Directors of the Company as Bye-Laws of the Company
on 29th September 2004, revised on
14th June 2017
as adopted by the Board of Directors of the Company 24th January 2022

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Section 1: Introduction

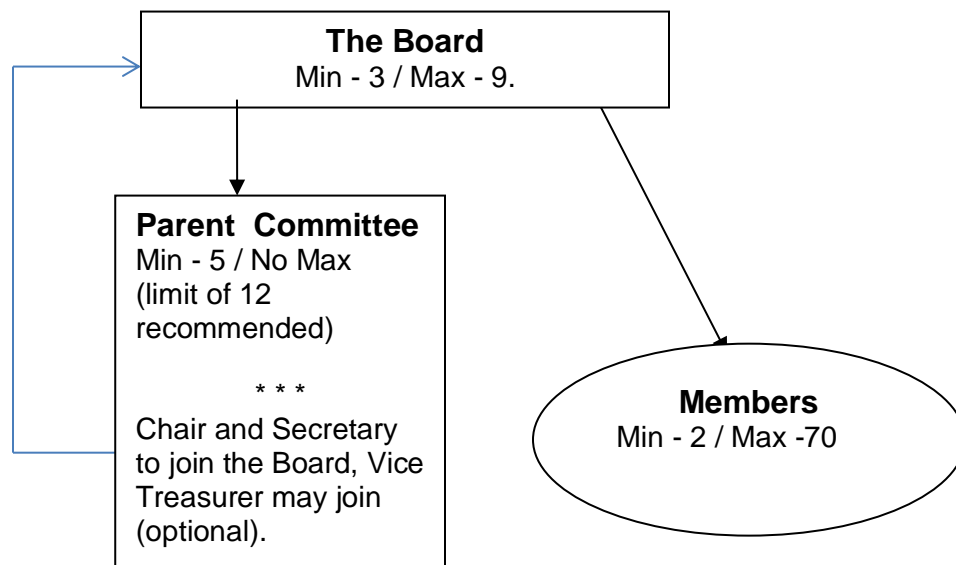
1. Blackhall Nursery was established by a small group of local parents in 1999 with funding from the then Scottish Executive to meet a specific need: the provision of a catchment nursery and a feeder nursery for Blackhall Primary School which has no early years centre. We hope that children who attend Blackhall Nursery and subsequently move on to Blackhall Primary School will reap the social and educational benefits of a shared early years experience. Blackhall Nursery provides this experience for up to 30 children each year in daily 6-hours sessions (1140 hours per annum), term-time only.

The Nursery is a charity and a Partner Provider with the Children and Families Department of the City of Edinburgh Council. It is managed by a voluntary Board of Directors (also Trustees of the charity) and a Nursery Manager, not by the Council. It relies upon a close relationship between the management, the parents and the staff.

2. The Nursery is a company limited by guarantee, managed by a voluntary Board of directors (the "Board"), with a sub-committee of parents with children at the Nursery (the Parent Committee), and is run on a day-to-day basis by the Nursery Manager and staff. Alongside the staff, the Nursery comprises 3 groups of people (1) the Board which has overall responsibility for everything the Nursery does (2) the Parent Committee, made up of parents of children at the Nursery which has responsibility for supporting the Board

and staff and (3) the Members of the company who have ultimate control of the composition of the Board. All parents/carers of children at the Nursery are automatically entitled to put themselves forward for election to any or all of the 3 groups.

The Board of Directors are also the trustees of the charity. The Chair and Secretary of the parent committee are expected to become board members; the Vice-treasurer will be invited to join the board but this is optional. From May 2017, the Treasurer role will be a board position, supported by the Vice Treasurer on the Parent Committee.



3. The Memorandum and Articles of Association of the Company should be referred to for greater detail of the structure of the Company. In the event of any conflict between this document and the Memorandum and Articles, the Memorandum and Articles will prevail. A copy of the Memorandum and Articles can be obtained from the Company Secretary.

4. In light of the community and voluntary nature of the nursery, it is anticipated that the majority of the Members, the Board and the Committee will be parents or carers of the children attending nursery but applications for the Board will also be welcomed from anyone who lives in the catchment area of Blackhall Primary school and/or who has the best interests of the nursery at heart. The purpose of this is to ensure that the nursery benefits from the skills and experience available in the wider community from individuals who may be prepared to commit a longer period of time to the affairs of the nursery. Applications from members of the local community will be handled according to the Volunteer Policy.

Section 2: Board of Directors

1. The Board has legal responsibility for everything the Company does – but (with very limited exceptions and provided they act responsibly and in good faith) individual board members have no personal liability for what they do. The Board has all of the powers of the Company – bearing in mind that those powers are limited by the charitable objectives set out in the Memorandum of the Company. Any written contracts of significance which the Company enters into (including any offers of employment and the partnership contract with the Council), must be signed by either two directors, or one director and the Company Secretary, following a decision by the Board. The Board may delegate its functions and powers to staff members, committees (including the Committee) or individuals. The extent of that delegation is restricted in that the Board must still make sure that there are reasonable procedures in place to ensure that they ultimately control what is going on and that effective reporting back to the Board takes place. This is the reason for paragraph 3.2 above below. The Board is composed only of directors (and the Company Secretary). The Company Secretary can also be a director, except when the role is carried out by an employee, who as company secretary will be an advisor to the board. The Board will have a Chairperson (also a director) who has an additional vote in the event of a tied vote. None of the directors will be employees or regularly paid consultants of the Company. The Articles of Association should be referred to for greater detail on the appointment and removal of directors and their powers and duties.

2. The minimum number of directors will be 3 and the maximum 9.

3. Application forms for appointment as a director are obtainable from, and should be submitted to, the Company Secretary. As directors retire, vacancies will be filled or the Board will appoint additional directors. All directors appointed must have their appointment approved (or not) at the next AGM of the Members.

4. One third of the directors will retire at each AGM. Retiring directors may stand for re-election if they so wish. If there are no competing candidates at the AGM then retiring directors will automatically be reappointed (if they wish) without the need for a vote. Where there are more candidates than posts available directors will be chosen by election at the AGM.

5. The quorum for any meeting of the Directors will be two.

6. Meetings will be held at least once a term (there are currently 3 terms in the academic year) or whenever necessary.

7. The Company Secretary will be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. (Since 2004 the Company Secretary duties have been assigned to the Business Manager as part of that role to offer continuity and to ensure that Companies House filings and tasks are carried out within the specified deadlines.)

Section 3: Parent Committee (the "Committee")

1. The Committee is accountable to the Board of Directors and is a sub-committee of the Board.
2. At least one director will attend each meeting of the Committee and any working groups formed from the Committee unless a staff member will be present at such meetings and will report back to the Board of directors at each board meeting. Minutes must be kept of all meetings, including committees and sub-committees. They must record who was present and all resolutions and proceedings and a copy of all minutes must be shared with the Board of Directors.
3. The Parent Committee will include the following positions:
 - chairperson * * office bearers / board members
 - committee secretary *
 - vice treasurer \$ \$ may be board member
 - welcome secretary
 - fundraiser(s)
 - eco representative(s)
 - health and wellbeing representative
 - a.m. class representative
 - p.m. class representative
 - general members
 - staff representative

One person may be appointed to more than one position. It is desirable, but not essential, for all positions to be filled. HOWEVER the quorum for any meeting will be 3 (including at least one director). There is no limit to the number of individuals who can be appointed to the Committee, however a limit of 12 is recommended. A summary of the responsibilities of each appointee is available from the business manager.

4. All members of the Committee shall retire each year on the date of the AGM and shall be eligible for re-election. The Committee shall have the power at any time to appoint an individual to fill a casual vacancy or as an additional member. The individual will hold office until the following AGM and shall then be eligible for re-election. Any such individual shall have voting rights in the intervening period.

Nominations for appointment to the Committee can be made in writing to the Company Secretary or orally at the AGM. They will be considered at the first meeting of the Committee following the AGM (usually held shortly after the AGM) or, in the event of any new nominations during the year, at the meeting of the Committee which next occurs following receipt by the Company Secretary of the relevant nomination. Each nomination must be proposed and seconded by a parent or carer of a child attending nursery at the date of the vote. Appointment is by a majority show of hands of those present at the meeting. The Board reserves the right to remove Members of the Committee by notice in writing.

5. Meetings of the Committee will be held at least once a term. Circumstances will dictate whether additional meetings are necessary. It is the responsibility of the Committee Chairperson to decide when meetings are necessary and to take appropriate steps to convene them. Meetings of the Committee are open to attendance by all parents and carers of children in attendance at the Nursery at the date of the meeting BUT only those individuals appointed to the Committee shall have the right to vote.

6. Each individual appointed to the Committee will have one vote. The chairperson will have an additional vote in the event of a tie.

7. Individuals appointed to the Committee are entitled to apply to the Board to become directors, subject to certain limitations. See sections 2 and 5 for further details.

8. All individuals appointed to the Committee are entitled, and indeed encouraged, to become Members of the Company. The reason for this is that it is the Members who have ultimate control of the composition of the Board of the Nursery. Being a Member does not entail any additional work but gives the Member the right to attend and vote at Annual General Meetings. See Sections 4 and 5 for further details.

Section 4: Members

1. The Members are similar to shareholders in commercial companies. They own the Company. However, unlike shareholders who buy shares, own them and can sell them, the Members do not own shares and only agree to contribute one pound to the Nursery if it ever became insolvent and went into liquidation.

In effect the members have no liability, but get a vote at AGMs where the directors of the Board retire and are appointed. Ultimately the Members control the composition of the Board and thus the Nursery. It is for this reason that individuals appointed to the Committee are encouraged to become Members. The appropriate application forms may be obtained from, and should be returned to, the Company Secretary. The Board of directors must accept an application at a Board meeting before an individual can become a Member. Any Member may withdraw from the Company by giving notice in writing to the Company Secretary of his/her intention to do so. The Board may, in their sole discretion, remove any Member from the Register of Members in the event of that Member failing to respond to correspondence from the Company to the Member at the address stated in their application form. The Articles of Association contain further details.

2. Apart from the ability to appoint/remove auditors at the AGM and the emergency power to appoint/remove directors referred to below, the Members have no legal input into the day to day running of the nursery. The Members are entitled to receive a copy of the audited accounts once a year and to attend an Annual General Meeting. Their job is to maintain a continuing interest in the overall welfare of the nursery, consider the audited accounts, approve them, and satisfy themselves that the directors are carrying out their duties properly. In an emergency, or in the event of there being substantial and material problems affecting the running and administration of the Nursery, the Members can, by a majority vote of those present at a meeting called for the purpose - and after the appropriate notice - remove one or more of the Board of directors.

3. The minimum number of members is 2 and the maximum number is 70.

4. The quorum for any meeting of the members is 5.

5. Meetings will be held once a year. Any additional meetings will be EGMs (see Articles).

Section 5: Annual Meetings

An Annual General Meeting will be held once a year usually, but not necessarily, during the summer term.

Members will be asked to consider and, if appropriate, to:

- (a) approve the audited accounts;
- (b) deal with retirement and appointment/election of Directors;
- (c) confirm the appointment of the auditors and authorise the Board of Directors to fix the

remuneration of the auditors;

(d) consider the annual report of the Directors; and

(e) conduct any other competent business.

Shortly after the AGM a meeting of the Board will take place. The directors will be asked to consider and, if appropriate, to:

(a) approve any application to become a Member;

(b) approve any application to become a director;

(c) approve the annual budget submitted by the Treasurer.

Shortly after the AGM a meeting of the Committee will take place in order to:

(a) fill any vacancies arising on the Committee, and

(b) deal with any general business.