

NOTICE OF Annual General Meeting of

Cardiff Steiner Early Years Centre Ltd (operating as Cardiff Steiner School)

on Tuesday 22 May 2018, 5.30-7.00pm

at Cardiff Steiner School, Hawthorn Road West, Llandaff North, Cardiff CF14 2FL

Agenda

1. Welcome and Introductions
2. Apologies
3. Review of minutes of Previous AGM
4. Trustees' annual report and reflections on the year 2016-17 - Julia Griffiths, Chair of the Trustees
5. Finance Report and presentation of accounts for 2016-2017 – Treasurer, Ross Broadstock and School Business Manager, Jenny Grewal
6. Teachers' Report and reflections on the years 2016-18, Anna Podesta, Donovan Gay and Ian Powell
7. Motion for Election of Directors/Trustees - to elect Michael John Vincent Ash-Edwards, Norman Gettings and Brigid Ann Catherine Bowen as Trustees/Directors of Cardiff Steiner Early Years Centre Ltd.

- Norman Gettings and Brigid Ann Catherine Bowen are retiring by rotation this year. Both have signalled their intention to stand again and the remaining Directors recommend them to the members for re-election.

- The Trustees/Directors have co-opted Michael John Vincent Ash-Edwards as a Trustee/Director since the last AGM (co-opted on 12 December 2017). As legally required, this appointment needs to be ratified at the AGM by the membership, by stepping down and standing for re-election. The remaining Directors recommend Michael John Vincent Ash-Edwards to the members for re-election.

8. Motion to establish the definition of members of the charity and the required form of application for membership required by The Directors
9. Proposal for Trustees' and members' decision/resolution to change the name of the charity to Cardiff Steiner School Limited (or as close to that as company and charity laws allow, given the existence of the dormant company Cardiff Steiner School Limited) within the next 12 months.

Close of AGM

Cardiff Steiner Early Years Centre Ltd is a Charitable Company Ltd by Guarantee No. 07998357 and Registered Charity No. 1149061.

Please Note that under section 324 of the Companies Act 2006 members have the right to appoint a proxy provided that they conform to Article 22 of the Company's Memorandum and Articles of Association. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) States the name and address of the member appointing a proxy;
- (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the directors may determine; and
- (d) Is delivered to the charity in accordance with the articles and any instruction contained in the notice of the general meeting to which they relate.

Overall Structure

The charity, Cardiff Steiner Early Years Centre Ltd (operating as 'Cardiff Steiner School'), is constituted as both a registered charity (number 1149061, registered 24 September 2012) and as a company limited by guarantee (number 07998357, incorporated 20 March 2012, commenced trading 1 October 2012). It is governed by its Articles of Association adopted on 5 January 2012. The Trustees of the charity are also Directors of the Ltd Company for the purposes of company law.

Cardiff Steiner School is a self-administered, collaboratively led institution. Its leadership is divided across three groups, each of which is responsible for a specific 'realm' of decision making. These groups are the **College of Teachers, the Board of Trustees and Administration**. The groups strive for thoughtful independence. Each upholds its own work, recognises where responsibilities overlap, understands when an issue falls to another group, and works with the other groups with honesty and integrity.

The ongoing operations of the School are managed by the **School Management Team (SMT)**, who coordinate, monitor and review the School Development Plan and activities of the various spheres of the School. SMT is made up of the School Administrator, School Business Manager, and Education Coordinators of Kindergarten and Classes.

The **Board of Trustees** are responsible for overall governance, and carry responsibility for the legal good-standing, financial well-being and quality assurance of the School.

The **College of Teachers** are responsible for pedagogical governance - for matters that directly relate to the classroom and the teaching of the children, including pedagogy, curriculum development, assessment, admissions assessment, the selection, mentoring, and evaluation of teachers, and for the day-to-day coordination and running of the educational programme.

Administration is made up of the School Administrator and School Business Manager and have responsibility for business/administrative operations, regulatory compliance, managing contact with outside individuals and agencies, marketing, communications, admissions/enrolment, facilities and fundraising/development.

Other **delegated committees and individuals** (Mandate Groups, Committees etc.) have responsibility for specific activities and areas of the school. Each of these operates as a mandated or delegated group under the direction of one of the above-mentioned bodies, and can contain members from the different groups. Examples for the Trustees are the Finance Committee; for the College of Teachers, the Early Years, Lower and Upper School Faculties. Some mandates are jointly held.

Getting involved

The School relies and thrives on the volunteer input of its parents and supporters, both formally and informally. The role of Trustees is a specific role in strategic governance requiring relevant skills and experience. If you have other skills, and/or would like to be more involved with the School on an operational basis, we have a growing number of mandates and delegated groups which can be made up of staff, parents, supporters and Board members. These include ongoing roles such as fundraising (events and grant applications); building and maintenance; garden group, fairs committee and could also include specific groups set up to perform a certain task or job. Please speak to the School Office if you would like to get involved in any of these areas.

Election of Directors/Trustees

The Directors are charity Trustees as defined by the Charities Act 2011. 'The Board' means the Directors/Trustees body.

It is the responsibility of the Board to build a strong, skilled Board able to fulfil its vital role in ensuring the development, security and stability of the School according to its Articles. A charitable company is required by law to ensure that its Board of Directors has a mix of people with the necessary selection of skills, ensures rotation of directors, and recruits and selects directors on the mix of skills, knowledge and diversity.

The Board have duly evaluated the current balance of skills, knowledge and experience on the Board and are not seeking to recruit any Trustee roles at the AGM.

The Directors to retire by rotation this year are those who have been longest in office since election or re-election. These are Norman Gettings and Brigid Ann Catherine Bowen. Both have signalled their intention to stand again and the remaining Directors recommend them to the members for re-election.

The Trustees/Directors have co-opted Michael John Vincent Ash-Edwards as a Trustee/Director since the last AGM (co-opted on 12 December 2017). As legally required, this appointment needs to be ratified at the AGM by the membership, by stepping down and standing for re-election at the AGM. The remaining Directors recommend Michael John Vincent Ash-Edwards to the members for re-election.

Therefore the motion for election of Directors/Trustees is:

To elect Michael John Vincent Ash-Edwards, Norman Gettings and Brigid Ann Catherine Bowen as Trustees/Directors of Cardiff Steiner Early Years Centre Ltd. Information on the proposed and current Trustees/Directors is attached.

Trustees standing for re-election and remaining Trustees

- Michael John Vincent Ash-Edwards, co-opted 12 December 2017, to be ratified at AGM 22 May 2018
- Julia Mary Griffiths - Chair Person - original appointment 20 March 2012, re-appointed at AGM 11 July 2014, re-appointed at AGM 12 July 2017
- Kelvyn Ross Broadstock , Treasurer - co-opted 28 September 2016, ratified at AGM 12 July 2017
- Shireen Marie Griffiths - original appointment 8 December 2014, re-appointed at AGM 12 July 2017
- Natasha Anne Wallace appointed 25 May 2016, ratified at AGM, 9 July 2016
- Dr Katharine Winifred Attfield - appointed 11 July 2014, re-appointed at AGM 9 July 2016
- Norman Gettings- appointed 13 July 2015 resigning and standing for re-election at AGM on 22 May 2018
- Brigid Ann Catherine Bowen- appointed 20 March 2012 re-appointed at AGM 13 July 2015, resigning and standing for re-election at AGM on 22 May 2018

NOTICE OF Annual General Meeting of

Cardiff Steiner School Ltd

on Tuesday 22 May 2018, 7.00-7.30pm

at Cardiff Steiner School, Hawthorn Road West, Llandaff North, Cardiff CF14 2FL

Agenda

1. Welcome and Introductions
2. Apologies
3. Proposal to dissolve the company within the next 12 months for the decision/resolution of the Directors as sole members of the company.

Cardiff Steiner School Ltd is a Company Ltd by Guarantee No. 07998452.

Please Note that under section 324 of the Companies Act 2006 members have the right to appoint a proxy provided that they conform to Article 22 of the Company's Memorandum and Articles of Association. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) States the name and address of the member appointing a proxy;
- (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the directors may determine; and
- (d) Is delivered to the charity in accordance with the articles and any instruction contained in the notice of the general meeting to which they relate.

Overall Structure

Cardiff Steiner School Ltd is constituted as a company limited by guarantee (number 07998452), incorporated 20 March 2012 at the same time as Cardiff Steiner Early Years Centre Ltd. It has been dormant since incorporation to protect the name Cardiff Steiner School Limited. The Directors of Cardiff Steiner Early Years Centre Ltd are also the Directors of Cardiff Steiner School Ltd.