

NOTICE OF Annual General Meeting of

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

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

On: Thurs 11 July 2024, 4.00-5.00pm

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

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

To transact the following business:

Agenda

1. Welcome and Introductions
2. Apologies
3. Review of minutes of previous AGM to be agreed and any matters arising
4. To receive and consider the accounts for the year ended 2022-23 and the reports of the charity trustees and independent examiner:
Brigid Bowen, Chair of the Trustees
Jenny Grewal, School Business Manager
5. Reports on educational activities since the end of the accounting period (since September 2023)
Anna Podesta, Sarah Elliott, Ian Powell
6. Independent Examiner – to reappoint Johns Jones & Lo Limited as the Independent Examiners and to authorise the trustees/directors to set the level of the examiner's fees
7. Motion for Election of Directors/Trustees – (please see the attached further information about each candidate).
 - a. To reappoint Brigid Bowen who is retiring by rotation this year, and has signalled her intention to stand again, as a Trustee/Director of Cardiff Steiner Early Years Centre Ltd.
 - b. To reappoint Michael Augustine Flynn who is retiring by rotation this year, and has signalled his intention to stand again, as a Trustee/Director of Cardiff Steiner Early Years Centre Ltd.
 - c. the remaining Directors recommend the above to the members for election
8. Proposal for Trustees' and members' decision/resolution to change the minimum number of company directors/trustees from 7 to 6, and quorum at general meetings from 5 to 4.

Close of AGM

By order of the Board of Trustees/Directors

Brigid Bowen, Chair of Trustees

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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 as follows:

(1.) 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 writing in accordance with the articles and the instructions below:

(2) The charity requires proxy notices to be delivered in a particular form as follows:

To appoint a proxy a hard copy of the notice as detailed above must be:

- completed and signed by you;
- sent by post or delivered to Brigid Bowen, Chair of Trustees, Cardiff Steiner School, Hawthorn Road West Llandaff North, Cardiff CF14 2FL Durham Street, London, SE11 5JD and
- received by the Charity no later than 1pm on Wednesday 10 July 2024
- please note you cannot appoint a proxy by email or telephone
- if you wish to change your instructions, you can submit another notice, the appointment received last before the latest time for the receipt of proxies will take precedence.
- an appointment under a proxy notice may be revoked by delivering to the charity to the address above a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. The notice must clearly state that the instructions are revoked.
- a notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- if a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- communications relating to proxies in respect of the meeting may only be sent to the address above
- no other forms of communication will be accepted by the charity

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

(4) Unless a proxy notice indicates otherwise, it must be treated as -

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

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 Early Years, Lower School and Upper School.

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 Health & Safety Committee; and for the College of Teachers, the Teaching Development Group. 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 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); 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 (one third) are those who have been longest in office since election or re-election. Where there are more than two this is decided by lots. These are Brigid Bowen and Michael Augustine Flynn who are resigning and have signalled their intention to stand again, and the remaining Directors recommend Brigid Bowen and Michael Augustine Flynn to the members for re-election.

Therefore the motion for election of Directors/Trustees is:

To re-elect Brigid Bowen and Michael Augustine Flynn as Trustees/Directors of Cardiff Steiner Early Years Centre Ltd. Information on the Trustees/Directors is available.

Trustees standing for re-election and remaining Trustees

- Brigid Ann Catherine Bowen- appointed 20 March 2012 re-appointed at AGM 13 July 2015, reappointed at AGM on 22 May 2018, reappointed at AGM on 14 October 2020, standing for re-election
- Michael Augustine Flynn, co-opted 26 February 2019, ratified at AGM on 30 August 2019, reappointed at AGM 28 June 2022, standing for re-election
- Dr Katharine Winifred Attfield – appointed 11 July 2014, re-appointed at AGM 9 July 2016, re-appointed at AGM 30 August 2019, reappointed at AGM 28 June 2022
- Richard Knight - co-opted 15 February 2022 ratified at AGM 28 June 2022
- Dr Huw David Evans - co-opted 24 August 2020, ratified at AGM on 30 October 2020, re-appointed at AGM 31 August 2023
- Francesca Whiteside - co-opted 6 April 2020, ratified at AGM on 30 October 2020, re-appointed at AGM 31 August 2023