

We hereby certify that this is a true and correct copy of the original

*Anthony Collins Solicitors*  
Anthony Collins Solicitors LLP  
134 Edmund Street  
Birmingham  
B3 2ES

3/11/08

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THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

MANCHESTER ENTERPRISE ACADEMY

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THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF MANCHESTER ENTERPRISE ACADEMY**

1. The Company's name is MANCHESTER ENTERPRISE ACADEMY (and in this document it is called "the Trust").
2. The Trust's registered office is to be situated in England and Wales.
3. The Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing a school offering a broad curriculum with a strong emphasis on, but in no way limited to, business and enterprise ("the Academy").
4. In furtherance of the Objects but not further or otherwise the Trust may exercise the following powers:-
  - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Trust;
  - (b) to raise funds and to invite and receive contributions provided that in raising funds the Trust shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - (c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
  - (d) subject to clause 5 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants provided that such staff shall not be governors, save for the Principal of the Academy and staff or teacher governors elected in accordance with the Academy's Articles of Association;
  - (e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (f) to co-operate with other charities, other independent and maintained schools, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
  - (g) to pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;
  - (h) to establish, maintain, carry on, manage and develop the Academy at Simonsway, Wythenshawe, Manchester, M22 9RH;
  - (i) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils, and otherwise to encourage and assist pupils and former pupils;

- (j) to provide educational facilities and services to students of all ages and the wider community for the public benefit;
- (k) to carry out research into the development and application of new techniques in education in particular in relation to the Academy's area of curricular specialisation and to its approach to curriculum development and delivery and to publish the results of such research and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in Academies;
- (l) subject to such consents as may be required by law to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Trust may think fit;
- (m) to invest the moneys of the Trust not immediately required for the furtherance of its Objects in or upon such investments, securities or property as may be thought fit, to hold the same as investments and to sell, exchange, carry and dispose of the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (n) to provide indemnity insurance to cover the liability of governors 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 Trust provided that any such insurance shall not extend to any claim arising from any act or omission which the governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the governors in their capacity as governors;
- (o) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Academy; and
- (p) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

5. (1) The income and property of the Trust shall be applied solely towards the promotion of the Objects and none of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Trust. This does not prevent a member who is not also a governor receiving reasonable and proper remuneration for any goods or services supplied to the Trust.
- (2) (a) A governor may at the discretion of the Governing Board be reimbursed from the property of the Trust for reasonable expenses properly incurred by him or her when acting on behalf of the Trust but excluding expenses in connection with foreign travel.
- (b) A governor may benefit from any indemnity insurance purchased at the Trust's expense to cover the liability of the governors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Trust provided that any such insurance shall not extend to any claim arising from any act or omission which governors knew to be a breach of trust or breach of duty or which was committed by the governors in reckless disregard to whether it was a breach of trust or breach of duty or not and

provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against governors in their capacity as directors of the Trust.

(3) No governor may:

- (a) buy any goods or services from the Trust;
- (b) sell goods, services or any interest in land to the Trust;
- (c) be employed by, or receive any remuneration from, the Trust; or
- (d) receive any other financial benefit from the Trust;

unless:

- (i) the payment is permitted by sub-clause (4) of this clause and the governors follow the procedure and observe the conditions set out in sub-clause (5) of this clause; or
- (ii) the governors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

(4) (a) A governor may receive a benefit from the Trust in the capacity of a beneficiary of the Trust.

(b) A governor may be employed by the Trust or enter into a contract for the supply of goods or services to the Trust other than for acting as a governor.

(c) A governor may receive interest on money lent to the Trust at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the governors.

(d) A company of which a governor is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the governor holds no more than 1% of the issued capital of that company.

(e) A governor may receive rent for premises let by the governor to the Trust if the amount of the rent and the other terms of the lease are reasonable and proper.

(5) (a) The Trust and its governors may only rely upon the authority provided by sub-clause 5(4) if each of the following conditions is satisfied:

(i) The remuneration or other sums paid to the governor do not exceed an amount that is reasonable in all the circumstances.

(ii) The governor is absent from the part of any meeting at which there is discussion of:

- his or her employment or remuneration or any matter concerning the contract; or
- his or her performance in the employment or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(4); or
- any other matter relating to a payment or the conferring of any

benefit permitted by sub-clause 5(4).

(iii) The governor does not vote on any such matter and is not to be counted when calculating whether a quorum of governors is present at the meeting.

(iv) The other governors are satisfied that it is in the interests of the Trust to employ or to contract with that governor rather than with someone who is not a governor. In reaching that decision the governors must balance the advantage of employing a governor against the disadvantages of doing so (especially the loss of the governor's services as a result of dealing with the governor's conflict of interest).

(v) The reason for their decision is recorded by the governors in the minute book.

(vi) A majority of the governors then in office have received no such payments.

(b) The employment or remuneration of a governor includes the engagement or remuneration of any firm or company in which the governor is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a governor; or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the governor holds less than 1% of the issued capital.

(6) In sub-clauses (2)-(5) of this clause 5:

(a) "company" shall include any company in which the Trust:

- a) holds more than 50% of the shares; or
- b) controls more than 50% of the voting rights attached to the shares; or
- c) has the right to appoint one or more governors to the Board of the company; and

(b) "governor" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner.

6. The liability of the members of the Trust is limited.

7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £10) to the Trust's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Trust's debts and liabilities before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If the Trust is wound up or dissolved and after all its debts and liabilities (including any under section 483 of the Education Act 1996) have been satisfied there remains any property it shall not be paid to or distributed among the members of the Trust but shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by clause 4 above, chosen

by the members of the Trust at or before the time of dissolution and if that cannot be done then to some other charitable object.

9. No alteration or addition shall be made to or in the provisions of the Memorandum or Articles of Association which would have the effect (a) that the Trust would cease to be a company to which section 30 of the Companies Act 1985 applies or (b) that the Trust would cease to be a charity.

WE, the persons whose names and addresses are written below wish to be formed into a company under this Memorandum of Association.

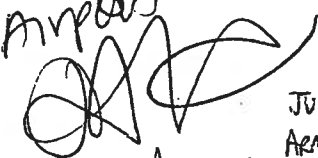
**NAME & ADDRESS OF SUBSCRIBERS**

**SIGNATURE**

**WITNESS**

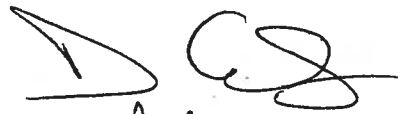
**Manchester Airport plc**  
Manchester Airport  
5<sup>th</sup> Floor  
Olympic House  
Manchester  
M90 1QX



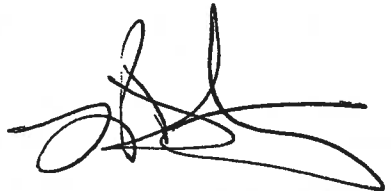
*Core of Manchester Airport*  
  
JULIE ARMSTRONG  
M90 Airport,  
5<sup>th</sup> floor  
Olympic House  
M90 1QX

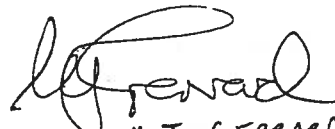
**Council of the City of Manchester**  
Town Hall  
Albert Square  
Manchester  
M60 2LA

*E. J. Leahy*

  
DAVID CARTWRIGHT  
Head of Public  
Private Partnerships  
Unit  
9 St Dominics Way  
Manchester  
M24 1FY

**Willow Park Housing Trust**  
Willow Park House  
Hollyhedge Road  
Wythenshawe  
Manchester  
M22 9UF



  
M J GERRARD  
DIR OF RESOURCES  
9 Beechfield Avenue,  
Culham  
Oxford, OX9 6LX

**The Manchester College**  
Openshaw Campus  
Ashton Old Road  
Manchester  
M11 2WH

*Paul Turner*

*M. Anderson* M ANDERSON  
PA TO PRINCIPAL  
Openshaw Campus  
Ashton Old Rd  
Mcr  
M11 2WH.

Dated 31 October 2008

THE COMPANIES ACTS 1985 AND 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF MANCHESTER ENTERPRISE ACADEMY

INTERPRETATION

1. In these Articles:-

- "the Academy" means the school as referred to in clause 3 of the memorandum known as Manchester Enterprise Academy and established by the Trust;
- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;
- "appointed governor" means a Lead Sponsor, Co-Sponsor, Local Authority, co-opted or additional governor appointed under the articles;
- "the articles" means these articles of association of the Trust;
- "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect;
- "clerk" means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary. The secretary shall be known as the 'clerk' under article 71;
- "Co-Sponsors" means Willow Park Housing Trust and the Manchester College, subscribers to the memorandum and articles;
- "elected governor" means a parent governor or staff governor elected under these articles;
- "executed" includes any mode of execution;
- "the governors" means the directors of the Trust (and "governor" has a corresponding meaning);
- "the Governing Board" means the governors;
- "Lead Sponsor" means Manchester Airport plc, a subscriber to the memorandum and articles;
- "the Local Authority" means Manchester City Council, a subscriber to the memorandum and articles;
- "member" means a member of the Trust and someone who as such is bound by the undertaking contained in clause 7 of the memorandum;
- "the memorandum" means the memorandum of association of the Trust;



"Principal"	means the head teacher of the Academy
"the seal"	means the common seal of the Trust if it has one;
"Secretary of State"	means the Secretary of State for Children, Schools and Families;
"teacher"	means a teacher employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher;
"the Trust"	means the company intended to be regulated by the articles;
"the United Kingdom"	means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## OBJECTS

2. The Trust is established for the objects expressed in the memorandum.

## MEMBERS

3. The members of the Trust shall comprise:

- (a) the Lead Sponsor;
- (b) the Co-Sponsors;
- (c) the Local Authority;
- (d) up to 1 person appointed by the Secretary of State; and
- (e) any person appointed under article 6.

4. Each of the persons entitled to appoint members in article 3 shall have the right from time to time by written notice delivered to the Trust's registered office to remove any member appointed by them and to appoint a replacement member to fill a vacancy whether resulting from such removal or otherwise.

5. If any of the persons entitled to appoint members in article 3 die or become legally incapacitated their right to appoint members under these articles shall vest in the remaining members.

- 5A. Membership will terminate automatically if:

- a) a member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b) a member (which is an individual) dies or becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- c) a member becomes insolvent or makes any arrangement or composition with

that member's creditors generally.

6. The members may agree unanimously in writing to appoint such additional members as they think fit and may unanimously in writing agree to remove any such additional members.

7. Every person appointed as a member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

8. (a) A member wishing to resign shall provide written notice addressed to the chairman of the Governing Board and delivered to the registered office of the Trust.

(b) The resignation shall take effect 12 months from the date on which the written notice is received at the registered office of the Trust or such earlier date as may be agreed by all of the members.

(c) In the event of a member giving notice of resignation the remaining members shall use all reasonable endeavours to identify and appoint a replacement member at the earliest opportunity.

## **GENERAL MEETINGS**

9. The Governing Board may choose whether or not to hold a general meeting in each year. When the Governing Board decides to hold a general meeting then such meeting shall be held at such time and place as the Governing Board shall appoint.

10. The Governing Board may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient governors to call a general meeting, any governor or any member of the Trust may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

11. All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at meetings of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members, to the governors and auditors.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS.**

13. No business shall be transacted at any meeting unless a quorum is present. A member counts towards the quorum by being present in person, by proxy or by telephone, video conferencing or other communications equipment provided that he can hear, comment and vote on the proceedings and can be heard by all other participants in the meeting. Two

persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

14. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the governors may determine.

15. The chairman, if any, of the governors or in his absence some other governor nominated by the governors shall preside as chairman of the meeting, but if neither the chairman nor such other governor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the governors present shall elect one of their number to be chairman and, if there is only one governor present and willing to act, he shall be the chairman.

16. If no governor is willing to act as chairman or if no governor is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

17. A governor shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

18. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

19. A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chairman; or
- (b) by at least two members having the right to vote at the meeting ; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

20. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote and a resolution which fails to achieve the required majority vote in favour shall be lost.

24. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

25. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

26. A resolution approved by such number of members as would have been required if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in like form each approved by one or more members.

#### **VOTES OF MEMBERS**

27. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

28. NOT USED.

29. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Trust have been paid.

30. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve) -

"I/We, ....., of ....., being a member/members of the above named trust, hereby appoint ..... of ....., or failing him, ..... of ..... as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Trust to be held on .....200[ ], and at any adjournment thereof.

Signed on ..... 200[ ]"

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the governors may approve)-

"I/We, ....., of ....., being a member/members of the above-named trust, hereby

appoint .... of ....., or failing him ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Trust, to be held on .... 200[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

\* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on .... 200[ ]"

33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the governors may -

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the clerk or to any governor;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Trust at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

35. Any organisation which is a member of the Trust may by resolution of its board of governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Trust.

## GOVERNORS

36. Save for and without prejudice to the Secretary of State's right to appoint additional

governors under Articles 51 to 53, the number of governors shall be not less than 6 and shall not be more than 15.

37. Subject to article 39 the Trust shall have the following governors:

- (a) 3 governors appointed by the Lead Sponsor;
- (b) 2 governors appointed by the Local Authority;
- (c) 3 governors appointed by the Co-Sponsors of whom two shall be appointed by Willow Park Housing Trust and one by the Manchester College;
- (d) 2 parent governors;
- (e) up to 2 staff governors (as determined by the Governing Board from time to time);
- (f) the Principal; and
- (g) 2 co-opted governors

The Trust may also have the following governors:

- (h) any additional governor appointed under article 53.

38. The first governors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under articles 37(a), 37(b) and 37(c).

39. Future governors required by article 37 shall be appointed or elected, as the case may be, under the articles. Where it is not possible for such a governor to be appointed or elected due to the fact that the Academy is not yet established then the relevant article or part thereof shall not apply.

#### **APPOINTMENT AND ELECTION OF GOVERNORS**

40. The Lead Sponsor, Local Authority and Co-Sponsors shall appoint governors in accordance with articles 37(a), 37(b) and 37(c).

41. The Principal shall be a member of the Governing Board who shall be treated for all purposes as being an ex officio governor.

42. The elected parent governors shall be elected by parents of registered pupils at the Academy. A parent governor must be such a parent at the time when he is elected. The number of parent governors required shall be made up by parent governors appointed by the Governing Board if the number of parents standing for election is less than the number of vacancies.

43. The Governing Board shall make all necessary arrangements for and determine all other matters relating to an election of parent governors, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of parent governors which is contested shall be held by secret ballot.

44. The arrangements made for the election of a parent governor shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Trust by a registered pupil at the

Academy.

45. Where a vacancy for a parent governor is required to be filled by election the Governing Board shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate and vote at the election and given an opportunity to do so.

46. In appointing a parent governor the Governing Board shall appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

47. The elected staff governors shall be elected by the teachers and such other staff as shall be employed by the Trust at the time of the election from amongst their number.

48. The Governing Board shall make all necessary arrangements for and determine all other matters relating to any election of staff governors. Any election of staff governors which is contested shall be held by secret ballot.

49. Where a vacancy for a staff governor is required to be filled by election the Governing Board shall take such steps as are reasonably practical to secure that all teachers and other staff employed by the Trust at that time are informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate and vote at the election and given an opportunity to do so.

#### **CO-OPTED GOVERNORS**

50. The governors appointed by the Lead Sponsor and the Co-Sponsors shall appoint 2 co-opted governors. Prior to appointing a co-opted governor the governors appointed by the Lead Sponsor and the Co-Sponsors shall consult the Governing Board. A "co-opted governor" means a person who is appointed to be a governor pursuant to this article 50.

#### **APPOINTMENT OF ADDITIONAL GOVERNORS**

51. The Secretary of State may give a warning notice to the Governing Board where—

(a) he is satisfied—

that the standards of performance of pupils at the Academy are unacceptably low and are likely to remain so unless the Secretary of State exercises his powers under article 53, or

that there has been a serious breakdown in the way the Academy is managed or governed which is prejudicing or is likely to prejudice such standards of performance, or

that the safety of pupils or staff of the Academy is threatened (whether by a breakdown of discipline or otherwise); and

(b) the Secretary of State has previously informed the Governing Board of the matters on which that conclusion is based; and

(c) those matters have not been remedied to the Secretary of State's satisfaction within a reasonable period.

52. For the purposes of article 51 a 'warning notice' is a notice in writing by the Secretary of State setting out—

- (a) the matters referred to in Article 51(a);
- (b) the action which he requires the Governing Board to take in order to remedy those matters; and
- (c) the period within which that action is to be taken by the Governing Board ('the compliance period').

53. The Secretary of State may appoint additional governors as he thinks fit if the Secretary of State has:

- (a) given the Governing Board a warning notice in accordance with article 51; and
- (b) the Governing Board has failed to comply or secure compliance with the notice to the Secretary of State's satisfaction within the compliance period; and
- (c) the Secretary of State has given reasonable notice in writing to the Governing Board that he proposes to exercise his powers under this article.

#### **TERM OF OFFICE**

54. The term of office for any governor shall be 4 years, save that (i) this time limit shall not apply to the Principal, (ii) a parent governor shall cease to hold office if he ceases to have a child who is a registered pupil at the Academy and (iii) a staff governor shall cease to hold office if he ceases to be employed at the Academy. Subject to remaining eligible to be a particular type of governor, any governor may be re-appointed or re-elected.

#### **RESIGNATION AND REMOVAL**

55. A governor shall cease to hold office if he resigns his office by notice to the Trust (but only if at least three governors will remain in office when the notice of resignation is to take effect).

56. A governor shall cease to hold office if he is removed by the person or persons who appointed him. This article does not apply in respect of any elected governor or a parent governor who has been appointed rather than elected.

57. Where a governor resigns his office or is removed from office, the governor or, where he is removed from office, those removing him, shall give written notice thereof to the clerk.

#### **DISQUALIFICATION OF GOVERNORS**

58. No person shall be qualified to be a governor unless he is aged 18 or over at the date of his election or appointment. No pupil of the Academy shall be a governor.

59. A governor shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

60. A governor shall cease to hold office if he is absent without the permission of the Governing Board from all their meetings held within a period of six months and the governors resolve that his office be vacated.



61. A person shall be disqualified from holding or continuing to hold office as a governor if—

- (a) his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- (b) he is the subject of a bankruptcy restrictions order or an interim order.

62. A person shall be disqualified from holding or continuing to hold office as a governor at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

63. A governor shall cease to hold office if he ceases to be a governor by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

64. A person shall be disqualified from holding or continuing to hold office as a governor if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy or which he by his conduct contributed to or facilitated.

65. A person shall be disqualified from holding or from continuing to hold office as a governor at any time when he is:-

- (a) included in the list of individuals who are considered unsuitable to work with children under section 1 of the Protection of Children Act 1999; or
- (b) disqualified from working with children under sections 28, 29 and 29A of the Criminal Justice and Court Services Act 2000.

66. A person shall be disqualified from holding or continuing to hold office as a governor if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

67. A person shall be disqualified from holding or continuing to hold office as a governor where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

68. After the Academy has opened a person shall be disqualified from holding or continuing to hold office as a governor if he has not provided to the chairman of governors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman of governors or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

69. Where, by virtue of these articles a person becomes disqualified from holding or continuing to hold office as a governor and he is, or is proposed to become, such a governor, he shall upon becoming so disqualified give written notice of that fact to the clerk.

70. Articles 59 to 69 also apply to any member of any committee of the governors who is not a governor.

#### **CLERK TO THE GOVERNING BOARD**

71. The clerk shall be appointed by the governors for such term, at such remuneration and upon such conditions as they may think fit and any clerk so appointed may be removed by them. The clerk shall not be a governor or the Principal. Notwithstanding this article, the Governing Board may, where the clerk fails to attend a meeting of theirs, appoint any one of their number to act as clerk for the purposes of that meeting.

#### **CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BOARD**

72. The governors shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number. A governor who is employed to work at the Academy shall not be eligible for election as chairman or vice-chairman.

73. Subject to article 74, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with that article.

74. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the clerk. The chairman or vice-chairman shall cease to hold office if—

(a) he ceases to be a governor;

(b) he is employed to work at the Academy;

(c) he is removed from office in accordance with these articles; or

(d) in the case of the vice-chairman, he is elected in accordance with these articles to fill a vacancy in the office of chairman.

75. Where by reason of any of the matters referred to in article 74, a vacancy arises in the office of chairman or vice-chairman, the governors shall at their next meeting elect one of their number to fill that vacancy.

76. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chairman for the purposes of the meeting.

77. Where in the circumstances referred to in article 76 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the governors shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the governor elected shall not be a person who is employed to work at the Academy.

78. The clerk shall act as chairman during that part of any meeting at which the chairman is elected.

79. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.

80. The governors may remove the chairman or vice-chairman from office in accordance with this article:

(a) a resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governing Board shall not have effect unless—

it is confirmed by a resolution passed at a second meeting of the Governing Board held not less than fourteen days after the first meeting; and

the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

(b) Before the Governing Board resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the governor or governors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## **POWERS OF GOVERNORS**

81. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Trust shall be managed by the governors who may exercise all the powers of the Trust. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the governors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the governors by the articles and a meeting of governors at which a quorum is present may exercise all the powers exercisable by the governors.

82. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the governors shall have the following powers, namely:

(a) to expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Trust such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;

(b) to enter into contracts on behalf of the Trust.

83. In the exercise of their powers and functions, the governors may consider any advice given by the Principal and any other executive officer.

## **GOVERNORS' EXPENSES**

84. Except to the extent permitted by clause 5 of the memorandum and subject to articles 109 to 111, no governor shall take or hold any interest in property belonging to the Trust or receive remuneration or be interested otherwise than as a governor in any contract to which the Trust is a party.

## **THE MINUTES**

85. The minutes of the proceedings of a meeting of the Governing Board shall be drawn up and entered into a book kept for the purpose by the person acting as clerk for the purposes of the meeting and shall be signed (subject to the approval of the Governing Board) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

- (a) all appointments of officers made by the governors; and
- (b) all proceedings at meetings of the Trust and of the governors and of committees of governors including the names of the governors present at each such meeting.

## **DELEGATION**

86. The governors may delegate to any governor, committee, the Principal or any other holder of an executive office such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the governors may impose and may be revoked or altered.

87. Where any power or function of the governors has been exercised by any committee, any governor, Principal or holder of an executive office, that person or committee shall report to the governors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the governors immediately following the taking of the action or the making of the decision.

88. The governors may establish any committee to exercise, subject to these articles, powers and functions of the governors. The constitution, membership and proceedings of any committee of the governors shall be determined by the governors. The establishment, terms of reference, constitution and membership of any committee of the governors shall be reviewed at least once in every twelve months. The membership of any committee of the governors may include persons who are not governors, provided that a majority of members of any such committee shall be governors. The governors may determine that some or all of the members of a committee who are not governors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of a committee of the governors unless the majority of members of the committee present are governors.

## **PRINCIPAL**

89. The governors shall appoint the Principal. The governors may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved of by the governors and for the direction of the teaching and curriculum at the Academy).

## **MEETINGS OF THE GOVERNING BOARD**

90. Subject to these articles, the governors may regulate their proceedings as they think fit.

91. The Governing Board shall hold at least one meeting in every school term. Meetings of the Governing Board shall be convened by the clerk. In exercising his functions under this article the clerk shall comply with any direction—

- (a) given by the Governing Board; or
- (b) given by the chairman of the Governing Board or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governing Board, so far as such direction is not inconsistent with any direction given as mentioned in (a).

92. Any three governors may, by notice in writing given to the clerk, requisition a meeting of the Governing Board and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

93. Each governor shall be given at least fourteen clear days before the date of a meeting –

(a) notice in writing thereof, signed by the clerk, and sent to each governor at the address provided by each governor from time to time; and

(b) a copy of the agenda for the meeting

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting and the copy of the agenda therefor are given within such shorter period as he directs.

94. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda therefor.

95. A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Board shall not be proposed at a meeting of the Governing Board unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

96. A meeting of the Governing Board shall be terminated forthwith if—

(a) the Governing Board so resolve; or

(b) the number of governors present ceases to constitute a quorum for a meeting of the Governing Board in accordance with article 99, subject to article 101.

97. Where in accordance with article 96 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

98. Where the Governing Board resolve in accordance with article 96 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Board shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items and they shall direct the clerk to convene a meeting accordingly.

99. Subject to article 101, the quorum for a meeting of the Governing Board and any vote on any matter thereat shall be any three governors, or, where greater, any one third (rounded up to a whole number) of the total number of governors holding office at the date of the meeting). A governor may be part of the quorum at a meeting of the Governing Board if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment and can be heard by all other participants in the meeting.

100. The governors may act notwithstanding any vacancies in their number but if the numbers of governors is less than the number fixed as the quorum the continuing governors

may act only for the purpose of filling vacancies or of calling a general meeting.

101. The quorum for the purposes of—

- (a) appointing a parent governor;
- (b) any vote on the removal of a member of the Governing Board in accordance with article 60;
- (c) any vote on the removal of the chairman of the Governing Board in accordance with article 80

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time governors entitled to vote on those respective matters.

102. Subject to these articles, every question to be decided at a meeting of the Governing Board shall be determined by a majority of the votes of the members present and voting on the question.

103. Subject to articles 99 to 101, where there is an equal division of votes the chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting, shall have a second or casting vote.

104. The proceedings of the Governing Board shall not be invalidated by—

- (a) any vacancy among their number, or
- (b) any defect in the election, appointment or nomination of any governor.

105. A resolution in writing, signed by all of the governors entitled to receive notice of a meeting of governors or of a committee of governors, shall be valid and effective as if it had been passed at a meeting of governors (or as the case may be) a committee of governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

106. Subject to this article, the Governing Board shall ensure that a copy of—

- (a) the agenda for every meeting of the Governing Board;
- (b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

107. There may be excluded from any item required to be made available in pursuance of article 106, any material relating to—

- (a) a named teacher or other person employed, or proposed to be employed, at the Academy;
- (b) a named pupil at, or candidate for admission to, the Academy; and

- (c) any matter which, by reason of its nature, the Governing Board are satisfied should remain confidential.

108. Any governor shall be able to participate in meetings of the Governing Board by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting.

109. Any governor who has any duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duties as a governor shall disclose that fact to the Governing Board as soon as he becomes aware of it, and shall absent himself from any discussion of that interest by the Governing Board.

110. Without limitation to the generality of article 109, a governor shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the Academy if:

- (a) he is a director or a member holding more than 1/100<sup>th</sup> of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
- (b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration or
- (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.

111. For the purposes of articles 109 and 110, an interest of a person who is, within the meaning of sections 252-255 of the Act, connected with a governor shall be treated as an interest of the governor. This shall include:

- (a) that governor's spouse, child or stepchild; or
- (b) a body corporate with which the governor is associated (i.e. if that governor and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
- (c) a person acting in his capacity as trustee of any trust the beneficiaries of which include:
  - the governor, his spouse or any children or stepchildren of his; or
  - a body corporate with which he is associated; or
- (d) a person acting in his capacity as a partner of that governor or of any person who, by virtue of paragraphs (a), (b) or (c) above, is connected with that governor.

## **PATRONS AND HONORARY OFFICERS**

112. The governors may from time to time appoint any person whether or not a member of the Trust to be a patron of the Trust or to hold any honorary office and may determine for what period he is to hold such office.

## **THE SEAL**

113. The seal shall only be used by the authority of the governors or of a committee of governors authorised by the governors. The governors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a governor and by the clerk or by a second governor.

## **ACCOUNTS**

114. Accounts shall be prepared in accordance to the provisions of the Act.

## **ANNUAL REPORT**

115. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

## **ANNUAL RETURN**

116. The governors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

## **NOTICES**

117. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the governors need not be in writing.

118. A notice may be given by the Trust to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Trust an address, within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Trust.

119. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

120. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **INDEMNITY**

121. Subject to the provisions of the Act, every governor or other officer or governor or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

## **RULES**

122. The governors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust



and for purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Trust (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Trust in relation to one another and to the Trust's servants;
- (c) the setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the governors and committees of the governors and meetings of the Governing Board in so far as such procedure is not regulated by the articles; and
- (e) generally, all such matters as are commonly the subject matter of company rules.

123. The Trust in general meeting shall have power to alter, add or to repeal the rules or bye laws and the governors shall adopt such means as they think sufficient to bring to the notice of members of the Trust all such rules or bye laws, which shall be binding on all members of the Trust provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or the articles.

124. Notwithstanding the number of members from time to time the maximum aggregate number of votes exercisable by Local Authority Associated Persons (as defined in the Local Government and Housing Act 1989) shall never exceed 19.9% of the total number of votes exercisable by members in general meeting and the votes of the other members having a right to vote at the meeting will be increased on a pro-rata basis.

125. No person who is a Local Authority Associated Person may be appointed as a governor if at the time the appointment is to take effect the number of governors who are Local Authority Associated Persons represents 20% or more of the total number of governors. Upon any resolution put to the Governing Board the maximum aggregate number of votes exercisable by those governors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the governors on such a resolution and the votes of the other governors having a right to vote at the meeting will be increased on a pro-rata basis.

126. No person who is a Local Authority Associated Person is eligible to be appointed to the office of governor unless his appointment to such office is authorised by the local authority to which he is associated.

127. If at the time of either his becoming a member of the Trust or his first appointment to office as a governor any member or governor was not a Local Authority Associated Person but later becomes so during his membership or tenure as a governor he shall be deemed to have immediately resigned his membership and/or resigned from his office as a governor as the case may be.

128. If at any time the number of governors or members who are also Local Authority Associated Persons would (but for Articles 124-129 inclusive) represent 20% or more of the total number of governors or members (as the case may be) then a sufficient number of the governors or members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as governors or members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such governors or members (as the case may be) is never equal to or greater than 20% of the total number of governors or members (as the case may be). Governors or members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment dates the most recently appointed resigning first.

129. The members will each notify the Trust and each other if at any time they believe that the Trust or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).


**NAME AND ADDRESS  
OF SUBSCRIBERS**

**SIGNATURE**

**WITNESS**

**Manchester Airport plc**  
Manchester Airport  
5<sup>th</sup> floor  
Olympic House  
Manchester  
M90 1QX




Care of  
Manchester Airport  


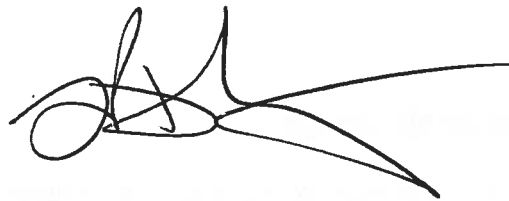
Julie  
Manchester Airport ARMSTRONG  
5<sup>th</sup> floor  
Olympic House  
Manchester  
M90 1QX


**Council of the City of Manchester**  
Town Hall  
Albert Square  
Manchester  
M60 2LA

E.J. Leahy

 DAVID CARTY  
9 St Dominics Way  
Manchester  
M24 1FY  
Head of Public Private  
Partnerships Unit

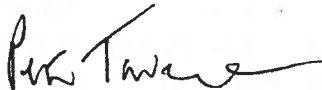
**Willow Park Housing Trust**  
Willow Park House  
Hollyhedge Road  
Wythenshawe  
Manchester  
M22 9UF



  
M J GERRARD  
Dir. of

RESOURCES,  
9 Beechfield Avenue  
Wilmslow  
Cheshire SK9 6LX

**The Manchester College**  
Openshaw Campus  
Ashton Old Road  
Manchester  
M11 2WH



M. Anderson M ANDERSON  
Openshaw Campus  
Ashton Old Road  
Manchester  
M11 2WH  
PA to Principal

Dated 31 October 2008

## **ANNEX 2**

### **THE ADMISSION OF PUPILS TO THE Manchester Enterprise Academy**

1. The Admission Policy adopted by the Manchester Enterprise Academy shall be written in accordance with the statutory code of practice on admissions.
2. Pupils will be admitted to the Manchester Enterprise Academy in accordance with the detailed admission arrangements described in the Admissions Policy Document. Changes to the Admissions Policy Document will require the approval of the Secretary of State.
3. The Academy will act in accordance with, and will ensure that the Independent Appeal Panel is trained to act in accordance with, all relevant provisions of the statutory codes of practice (the School Admissions Code and the School Admission Appeals Code of Practice including the "in year fair access protocol") as they apply at any given time to maintained schools and Academies and with the law on admissions as it applies to maintained schools. Reference in the codes to admission authorities shall be deemed to be references to the governing body of the Academy. In particular, the Academy will take part in the Admissions Forum set up by Manchester City Council and have regard to its advice; and will participate in the co-ordinated admission arrangements operated by Manchester City Council.

#### **Arrangements for appeals panels**

4. Parents will have the right of appeal to an Independent Appeal Panel if they are dissatisfied with an admission decision of the Manchester Enterprise Academy. The Appeal Panel will be independent of the Academy. The arrangements for Appeals will be in line with the School Admission Appeals Code of Practice published by the Department for Children, Schools and Families as it applies to Foundation and Voluntary Aided schools. The determination of the appeal panel is binding on all parties. The Academy should prepare guidance for parents about how the appeals process will work and provide parents with a named contact who can answer any enquiries parents may have about the process. The Academy may, if it chooses, enter into an agreement with the local authority for it to recruit, train and appoint appeal panel members, and to arrange for the process to be independently administered and clerked. If the Academy chooses to appoint its own Appeals Panel, it will have a responsibility to train appropriate personnel. Likewise, if the Appeals Panel is from the LA, the LA will undertake to train these.

## **II: ANNUAL PROCEDURES FOR DETERMINING ADMISSION ARRANGEMENTS**

## **Consultation<sup>1</sup>**

5. The Manchester Enterprise Academy shall consult by 1 March each year on its proposed admission arrangements with relevant parties in line with the requirements of the School Admissions Code and relevant admissions legislation. (At the date of this Agreement, section 89 of the School Standards and Framework Act 1998 as amended, and regulations under that section.)

## **Determination and publication of admission arrangements**

6. Following consultation, the Manchester Enterprise Academy will consider comments made by those consulted. The Manchester Enterprise Academy will then determine its admission arrangements by 15 April of the relevant year and notify those consulted what has been determined within 14 days.

## **Publication of admission arrangements**

7. The Manchester Enterprise Academy will publish its admission arrangements each year once these have been determined in accordance with the arrangements described in the Admissions Policy Document.

## **Representations about admission arrangements**

8. Where any of those bodies that were consulted, or that should have been consulted, make representations to the Manchester Enterprise Academy about its admission arrangements, the Manchester Enterprise Academy will consider such representations before determining the admission arrangements. Where the Academy has determined its admission arrangements and notified all those bodies whom it has consulted and any of those bodies object to the Academy's admission arrangements they can make representations to the Secretary of State. These representations must be made by 30 April. The Secretary of State will consider the representation and in so doing will consult the Manchester Enterprise Academy. Where he judges it appropriate, the Secretary of State may direct the Manchester Enterprise Academy to amend its admission arrangements.

9. Those consulted have the right to ask the Manchester Enterprise Academy to change its proposed Published Admissions Number for any year. Where such a change is made, but agreement cannot be reached locally, they may ask the Secretary of State to direct the Manchester Enterprise Academy to change its proposed Published Admissions Number. The Secretary of State will consult the Manchester Enterprise Academy and will then determine the Published Admissions Number.

10. In addition to his powers in paragraphs 8 and 9 above, the Secretary of

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State may direct changes to the Manchester Enterprise Academy's proposed admission arrangements and to the proposed Published Admissions Number.

**Proposed changes to admission arrangements by the Manchester Enterprise Academy after arrangements have been published**

11. Once the admission arrangements have been determined for a particular year and published, the Manchester Enterprise Academy will propose changes only if there is a major change of circumstances. In such cases, the Manchester Enterprise Academy must notify those consulted under paragraph 5 above of the proposed variation and must then apply to the Secretary of State setting out:

- a) the proposed changes;
- b) reasons for wishing to make such changes;
- c) any comments or objections from those entitled to object.

**Need to secure Secretary of State's approval for changes to admission arrangements**

12. The Secretary of State will consider applications from the Manchester Enterprise Academy to change its admission arrangements only when the Manchester Enterprise Academy has notified and consulted on the proposed changes as outlined at 5 above.

13. Where the Manchester Enterprise Academy has consulted on proposed changes the Manchester Enterprise Academy must secure the agreement of the Secretary of State before any such changes can be implemented. The Manchester Enterprise Academy must seek the Secretary of State's approval in writing, setting out the reasons for the proposed changes and passing to him any comments or objections from other admission authorities/other persons.

14. The Secretary of State can approve, modify or reject proposals from the Manchester Enterprise Academy to change its admission arrangements.

15. Records of applications and admissions shall be kept by the Manchester Enterprise Academy for a minimum period of ten years and shall be open for inspection by the Secretary of State.

**Manchester Academies Programme**  
**MANCHESTER ENTERPRISE ACADEMY**

**Approved Admission Arrangements for Manchester Enterprise Academy**

1. This document sets out the admission arrangements for the Manchester Enterprise Academy in accordance with Annex 2 to the Funding Agreement between the Manchester Enterprise Academy and the Secretary of State. Any changes to the arrangements set out in this document must be approved in advance by the Secretary of State. Obligations in this document are to be treated as if imposed by the Funding Agreement.

2. Notwithstanding these arrangements, the Secretary of State may direct the Manchester Enterprise Academy to admit a named pupil to the Manchester Enterprise Academy on application from a LA. Before doing so the Secretary of State will consult the Academy.

This annex may be amended in writing at any time by agreement between the Secretary of State and the Academy Trust.

**I: ADMISSION ARRANGEMENTS APPROVED BY SECRETARY OF STATE**

**Arrangements for admission to 11-16 Provision**

3. The admission arrangements for the Manchester Enterprise Academy for the year 2009/2010 and, subject to any changes approved or required by the Secretary of State, for subsequent years are:

a) The Manchester Enterprise Academy has an agreed admission number of 150 students. The Manchester Enterprise Academy will accordingly admit at least 150 students in the relevant age group each year if sufficient applications are received, and no more than 150 students, unless directed by appeal or allocated through the MCC In Year Fair Access Protocol, or as looked after child or by decision of the Academy Governing Body on the basis of exceptional social/medical need, or via the SEN statementing processes.

b) The Manchester Enterprise Academy may revise its Published Admission Number for any specific year and must consult those listed at paragraph 14 below before doing so. Students will not be admitted above the Published Admission Number unless directed by appeal, allocated through the MCC In Year Fair Access Protocol, or as a looked after child or by decision of the Academy Governing Body on the basis of exceptional social/medical need, or via the SEN statementing processes or if exceptional circumstances apply and such circumstances shall be reported to the Secretary of State.

**Process of application**

4. Applications for places at the Academy will be made in accordance with

Manchester City Council's co-ordinated admission arrangements and will be made on the Common Application Form provided and administered by the relevant LA.

In accordance with statutory requirements, the offer of places at the Academy for all students will be made on 1 March. To ensure this target date is met, the Academy will follow the timetable for co-ordinated admissions set annually by the LA.

### **Consideration of applications**

5. The Manchester Enterprise Academy will consider all applications for places. Where fewer than the published admission number for any relevant age group are received, the Manchester Enterprise Academy will offer places to all those who have applied.

### **Procedures where the Manchester Enterprise Academy is oversubscribed**

6. Where the number of applications for admission is greater than the published admissions number, applications will be considered against the criteria set out below. After the admission of students with statements of Special Educational Needs where the Manchester Enterprise Academy is named on the statement, the criteria will be applied in the order in which they are set out below:

- a) Children who are looked after by a local authority;
- b) Children with exceptional medical/social needs<sup>1</sup>
- c) Children who have a brother or sister attending the Academy when they take up their place (but not sixth form)<sup>2</sup>
- d) Children who attend a Manchester LA- maintained primary school prioritised according to the distance between their permanent home address and the Academy, measured in a straight line.<sup>3and4</sup>
- e) Children who do not attend a Manchester LA maintained primary school prioritised according to the distance between their permanent home address<sup>5</sup> and the Academy, measured in a straight line.

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<sup>1</sup> Category B- exceptional social/medical needs will be determined by the Academy Governing Body and supported by professional written evidence

<sup>2</sup> Brothers or sisters must live at the same address as the applicant and will include stepsiblings, foster siblings and adopted siblings

<sup>3</sup> This will only extend to students on roll at a Manchester Primary School on the closing date specified by the LA for co-ordinated admissions, for applications to be returned

<sup>4</sup> Permanent home address – where the child resides for the majority of her/his time

<sup>5</sup> Permanent home address – where the child resides for the majority of her/his time



### **Operation of waiting lists**

7. Subject to any provisions regarding waiting lists in the LA's co-ordinated admission scheme, the Academy will operate a waiting list. Where in any year the Manchester Enterprise Academy receives more applications for places than there are places available, a waiting list will operate after the admission date. This will be maintained by the Manchester Enterprise Academy and it will be open to any parent to ask for his or her child's name to be placed on the waiting list, following an unsuccessful application. The Academy may choose to ask the Local Authority to operate its waiting lists on their behalf.

8. Children's position on the waiting list will be determined solely in accordance with the oversubscription criteria set out in paragraphs 6a - e above. Where places become vacant they will be allocated to children on the waiting list in accordance with the oversubscription criteria. The offer of places must be made by the Academy and communicated by the LA, in accordance with its coordinated admissions scheme.

### **Arrangements for admitting students in years 8 -11, including replacements for any students who have left the Manchester Enterprise Academy during the course of the year**

9. Subject to any provisions in the LA's co-ordinated admission arrangements relating to applications submitted for years other than the normal year of entry, the Academy will consider all such applications and if the year group applied for has a place available, admit the child unless one of the permitted reliefs apply. If more applications are received than there are places available, the oversubscription criteria in paragraphs 6a – e shall apply. Parents whose application is turned down are entitled to appeal.

10. The Manchester Enterprise Academy will participate in Manchester City Council's In Year Fair Access Protocol.

### **Arrangements for admission to post 16 provision**

11. The Manchester Enterprise Academy will admit 60 pupils in year 12 minus those pupils entitled to transfer from the school's own year 11. If the number of pupils in year 13 falls below 60 at the beginning of the academic year, the academy may admit a correspondingly higher number into year 12.

The Manchester Enterprise Academy will publish minimum entry requirements for its Post 16 provision each autumn which will apply to the following September's cohort (e.g. autumn 2008 for September 2009 entry). Both transferees from the Academy's own year 11 and external applicants will be expected to have met these minimum standards to be allowed to enter the Academy's sixth form provision.

For external applicants, in the case of oversubscription, and after the

admission of pupils with a statement of special educational needs which names the Academy, priority will be given in the following order:

- a) Children who are looked after by a local authority;
- b) Children with Exceptional medical/social needs<sup>6</sup>
- c) children who attend an Academy in the Manchester City Council area or a Manchester LA- maintained secondary school prioritised according to the distance between their permanent home address and the Academy, measured in a straight line.
- d) Children who do not attend an Academy in the Manchester City Council area or Manchester LA maintained secondary school prioritised according to the distance between their permanent home address and the Academy, measured in a straight line.

Unsuccessful applicants have a right of appeal to an independent appeal panel. This right extends to both those refused progression from the Academy's year 11 and external applicants. The Academy will provide a written explanation and an offer of appeal

### **Arrangements for admission of students as the Manchester Enterprise Academy builds to its full capacity**

12. The Manchester Enterprise Academy will open on 1 September 2009 with a Published Admission Number relating solely to students in Year 7 and, where relevant, Year 12. Students in subsequent Years will have been transferred automatically from the predecessor school, Parklands High School, which will close on 31 August 2009.

13. Admission to Year groups without a Published Admission Number will be based upon the size of teaching groups already existing in the Manchester Enterprise Academy and the efficient use of resources as determined by the Academy Governing Body.

14. There will be a right of appeal to an Independent Appeal Panel for unsuccessful applicants.

## **II: ANNUAL PROCEDURES FOR DETERMINING ADMISSION ARRANGEMENTS**

### **Consultation**

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<sup>6</sup> Category B- exceptional social/medical needs will be determined by the Academy Governing Body and supported by professional written evidence

15. The Manchester Enterprise Academy will consult the following by 1 March each year on its proposed admission arrangements:

- a) Manchester City Council;
- b) The admission forum for Manchester City Council;
- c) Any other admission authorities for primary and secondary Schools located within the relevant area for consultation set by the LA;
- d) Any other governing body for primary and secondary schools (as far as not falling within paragraph c) located within the relevant area for consultation;
- e) Affected admission authorities in neighbouring LA areas.

### **Publication of admission arrangements**

16. The Manchester Enterprise Academy will publish its admission arrangements each year once these have been determined by:

- a) Copies being sent to primary and secondary schools in Manchester City;
- b) copies being sent to the offices of LA in time for inclusion in the LA's statutory admissions literature
- c) copies being made available without charge on request from the Academy;
- d) Copies being sent to public libraries in the area of Manchester City for the purposes of being made available at such libraries for reference by parents and other persons.

17. The published arrangements will set out:

- a) The name and address of the Academy and contact details;
- b) A summary of the admissions policy, including oversubscription criteria;
- c) A statement of any religious affiliation;
- d) Numbers of places and applications for those places in the previous year; and
- e) Arrangements for hearing appeals.

## **Annex 3**

### **Arrangements for pupils with SEN and disabilities at the Manchester Enterprise Academy.**

#### **Duty to have regard to the Code of Practice and other guidance**

1. The Academy shall have regard to the Special Educational Needs Code of Practice (2001) and any guidance issued by the Secretary of State relating to sections 316 and 316A of the Education Act 1996 and the Admission code of practice 2007. Any changes to be made to the provisions set out in this document must be approved in advance by the Secretary of State.

#### **Duties in relation to pupils with SEN**

2. The governors of the Academy shall designate a person, who may be the headteacher, the chair of governors or another governor as appropriate, who shall be the responsible person for the purposes of the following duties in relation to pupils with SEN.

3. The governors of the Academy shall:

- ensure that pupils with SEN are admitted on an equal basis in accordance with its admissions policy.
- use their best endeavours, in exercising their functions in relation to the school, to secure that, if any registered pupil has special educational needs, the special educational provision which the pupil's learning difficulty calls for is made;
- secure that, where the responsible person has been informed by the local authority that a registered pupil has special educational needs, those needs are made known to all staff who are likely to work with the pupil;
- secure that the staff in the school are aware of the importance of identifying, and providing for, those registered pupils who have special educational needs; and
- consult the local authority and the governing bodies of other schools and Academies in the area, to the extent that this is necessary for co-ordinating provision for pupils with SEN.

4. Where a child who has special educational needs is being educated in the Academy, those concerned with making special educational provision for the child shall secure, so far as is reasonably practicable and is compatible with:

- (a) the child receiving the special educational provision which his learning difficulty calls for,
- (b) the provision of efficient education for the children with whom he will be educated,
- (c) the efficient use of resources and
- (d) that the child engages in the activities of the school together with children who do not have SEN.

5. The Academy prospectus shall include details of the governing body's policy for pupils with SEN and in particular shall include the information specified in Schedule 1 to the Education (Special Educational Needs) (Information) Regulations 1999 as amended or re-enacted from time to time.

### **Academy Prospectus**

6. It shall also include details of the arrangements for the admission of disabled pupils; the steps taken to prevent disabled pupils from being treated less favourably than other pupils; and the facilities provided to assist access to the Academy by disabled pupils (disabled pupils meaning pupils who are disabled for the purposes of the Disability Discrimination Act 1995).

### **Admissions**

7. Where a local authority proposes to name the Academy in a statement of SEN made in accordance with section 324 of the Education Act 1996, the Academy shall consent to being named, except where admitting the child would be incompatible with the provision of efficient education for other children; and where no reasonable steps may be made to secure compatibility. In deciding whether a child's inclusion would be incompatible with the efficient education of other children, the Academy shall have regard to the relevant guidance issued by the Secretary of State to maintained schools.

8. In the event of any disagreement between the Academy and the local authority over the proposed naming of the Academy in a statement, the Academy may ask the Secretary of State to determine whether the Academy should be named. The Secretary of State's determination shall, subject only to any right of appeal which any parent /carer or guardian of the child may have to the Special Educational Needs and Disability Tribunal (SENDIST), be final.

9. If a parent/carer or guardian of a child in respect of whom a statement is maintained by the local authority appeals to SENDIST either against the naming of the Academy in the child's SEN statement or asking the Tribunal to name the Academy, then the decision of the Tribunal on any such appeal

shall be binding and shall, if different from that of the Secretary of State under paragraph 7 above, be substituted for the Secretary of State's decision.

10. Where the Academy has consented to be named in a child's statement of SEN, or the Secretary of State or SENDIST have determined that it should be named, the Academy shall admit the child notwithstanding any provision of Annex 2 Admission of this agreement.

# Manchester Enterprise Academy

## Exclusion Policy

July 2007

### ANNEX 4

#### **Serious incidents of misbehaviour leading to fixed period or permanent exclusion**

1. In discharging its duty the Academy Trust will have regard and will ensure that the Independent Appeal Panel has regard to the Secretary of State's guidance on exclusions for maintained schools in accordance with any written directions from the Secretary of State on the interpretation of such guidance for the purpose of this annex.

2. At the date of this agreement, the Secretary of State's guidance on exclusions is called "Improving Behaviour and Attendance: Guidance on Exclusion from Schools and Pupil Referral Units", which is published on the DfES website at:

<http://www.teachernet.gov.uk/wholeschool/behaviour/exclusion/guidance/>.

The title, contents and publication site of this guidance may be subject to change and the Academy Trust will have regard to the guidance as it stands at any given time.

#### Constitution and conduct of independent appeal panels

3. In addition to the obligations under paragraphs 1 and 2, the Academy Trust will be responsible for carrying out the functions of the Local Authority, as specified in the guidance, for the management of the appeal procedure. The Appeal panel must be impartial and constituted in accordance with the provisions of the guidance detailing the composition of the Appeal Panel. The Academy Trust will arrange suitable training for appeal panel members and clerks.

4. The appeal panel's decision is final and binding on the Academy Trust. Decisions of appeal panels are in principle amendable to judicial review on the application of a parent. A parent may not, however, appeal to the Commissioner for Local Administration (the Local Government Ombudsman) about maladministration because the Commissioner's remit is limited to considering the conduct of appeal panels constituted by Local Authorities.

## Annex 5 Post 16 Statement of Principles

Each Academy to be designated as an 11-18 institution, with capacity for 120 registered Post 16 students.

- Post 16 provision within each Academy to be commissioned through the local commissioning process as for other sixth forms, sixth form colleges and FE colleges.
- Each Academy site to have Post 16 provision on-site from 2010, governed by the Academy Governing Body and managed by the Academy Principal.
- Academies may choose to employ staff directly for the delivery of Post 16 provision or may choose to work with a partner (for example, a local FE provider) in delivery.
- Capital funding for the Post 16 provision on each Academy site to be provided through Partnership for Schools.
- The curriculum offer at each site to reflect a focus on sector-relevant Diploma delivery (at Level 3, as soon as possible), complemented by appropriate A levels (or equivalent Level 2 qualifications if necessary).
- The curriculum offer to be integrated into the local Collegiate offer, as part of the coordinated 14-19 entitlement.
- Funding from the Commissioning Body (MCC) for Post 16 provision in Academies will be calculated in accordance with the same principles and processes as for post 16 provision in the City.
- Funding will be provided by DCSF to MCC as the Commissioning Body.
- The commissioning decisions of MCC will be directed by a Commissioning Board in association with the 14-19 Partnership. Such a commissioning process would see a system different to that set out in para 3.37 of the recent white paper 'Raising Expectations: Enabling the System to Deliver'.
- Each Academy Trust will have a place on the Commissioning Board.