

Company No.: 2387916


Registered Charity No.: 701933

LANDAU FORTE COLLEGE
WRITTEN RESOLUTION OF THE MEMBERS

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company hereby resolve pursuant to Section 381A of the Companies Act 1985:


THAT the amended Scheme of Government attached to this resolution be adopted in substitution for the existing Scheme of Government of the Company.

Name: MARTIN RICHARD LANDAU

Signature: 

Date: 28.2.1996

Name: JONATHAN SIEFF

Signature: 

Date: 28.2.1996

Name: MARTIN RICHARD LANDAU


Authorised signatory, for and on behalf of

THE LANDAU FOUNDATION LIMITED

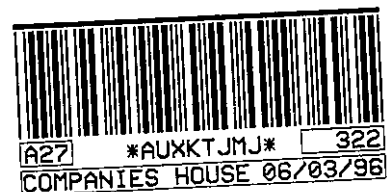
Signature: 

Date: 28.2.1996

Name: THE HON SIR ROCCO FORTE

Signature: 

Date: 28.2.1996



Name: MRS S FEY

Signature:

Date: 28.2.1996

Name: GEORGE F L PROCTOR

Signature:

Date: 28.2.1996.

NB this document may be executed in several copies signed separately by each of the members named above.

LANDAU FORTE COLLEGE

SCHEME OF GOVERNMENT

Adopted by Special Resolution on 1 May 1992 having been approved by the Secretary of State for Education and Science ("the Secretary of State").

1. Status of the College

Landau Forte College ("the College") is a community college organised as a day school for boys and girls aged 11 to 18 and for the education of young people and adults. It will be organised and managed so as to comply with the proper requirements from time to time of the Secretary of State for eligibility to receive grants as a City Technology College in accordance with the Education Act 1944 and the Education Reform Act 1988 (as supplemented or amended by existing or subsequent legislation or regulations) (collectively "the Education Acts"). It will also at all times be conducted in accordance with the Memorandum and Articles of Association of the company limited by guarantee known as Derby City Technology College ("the Company") so as to preserve the charitable status of the Company.

2. The Object of the College

The College will provide a broad and balanced education with emphasis on science and technology and their practical implications.

3. Students

Students will be admitted on the basis of their demonstrated aptitude to benefit from

the particular type of education to be offered at the College, but will represent a wide range of abilities and, so far as practicable, a cross section of the community of the area in which the College is situated. Subject to such objectives no consideration shall be given in dealing with applications for admission to the race or gender of prospective students. Students' parents should also indicate their commitment to support the ideals and objectives of the College and their willingness that prospective students should remain in full-time education or training to at least the age of 18.

4. Catchment Area

The Board of Governors (herein referred to as "Governors") shall, subject to the approval of the Secretary of State, prescribe the area from which prospective students are to be drawn. Such area may be varied from time to time by resolution of the Governors but subject to approval by the Secretary of State.

5. Admissions Procedure

- (a) The admissions procedure (including, but not limited to, any requirements to assess prospective students' aptitude) shall be determined by the Governors having regard to the provisions of this Scheme of Government but shall be administered by the Principal.
- (b) There shall be established by the Governors an Appeals Committee in relation to admissions constituted in accordance with the First Schedule to this Scheme of Government.

6. Admissions Records

Records of details of applications by prospective students and the results of such applications will be kept by the College for such periods as the Governors think appropriate. Such records will be available to the Governors and to the Secretary of

State but will not (except as required by law) be made available to the public.

7. Curriculum

The curriculum of the College shall further the objects of the College, and comply with the substance of the National Curriculum as prescribed in the funding agreement between the Company and the Secretary of State. The overall shape and balance of the curriculum shall be determined by the Governors from time to time after consultation with the Principal.

8. Examinations to be taken

The examinations of the College shall be such as prescribed by the Principal, after consultation with the Governors, and shall be subject to the following requirements being satisfied:

- (a) The arrangements shall enable the progress of each pupil to be measured against established national standards including the targets of attainment for the National Curriculum.
- (b) The tutorial staff of the College shall arrange at least once in every year an examination of pupils not taking an external examination and a report thereon shall be made to the Governors if they require.

9. Fees

No fees will be payable by students or their parents for lessons and activities which form part of the normal College timetable. Activities outside the normal College timetable may be charged for on a basis not exceeding recovery of direct out of pocket expenses connected with students' participation in such activities. Fees may be charged for part time or adult students who use the college facilities.

10. The Board of Governors

- (a) Unless otherwise determined by the Company in a General Meeting, the Governors shall be not less than 9 and not more than 20 in number. Subject to such limits, the Primary Members may at any time by simple majority vote, appoint any person to join the Board of Governors. Governors who are appointed in this way will be known as Nominated Governors.
- (b) The Members of the Company shall also, by ordinary resolution, appoint not fewer than 4 persons who are not Members of the Company as Members of the Board of Governors. These will be known as Co-opted Governors. Co-opted Governors shall include:
 - (i) individuals from the local community who are committed to the good government of the College;
 - (ii) representatives of industries working with the College in the advancement of mutual co-operation.
- (c) Nominated Governors must out-number Co-opted Governors.
- (d) Provided they satisfy requirements in sub-paragraphs 10(a)-10(c) above, the Members are not required to seek the approval of the Secretary of State before appointing any member of the Board of Governors.
- (e) Additional Governors appointed under (a) and (b) above shall hold office until the next Annual General Meeting of the Company but may be re-elected by the Company at such Meeting.
- (f) Governors shall be subject to retirement by rotation but shall be eligible for re-election at the Meeting at which they retire. At each Annual General Meeting of the Company one third (or the number nearest to one third) of the

Governors (other than those subject to re-election under (e) above) shall retire by rotation but shall be eligible to be re-elected at that Meeting. The Governors to retire shall be those who have been longest in office since their last election or appointment. As between Governors of equal seniority those to retire shall, in the absence of agreement, be determined by lot.

- (g) Governors shall seek re-election at the first Meeting following their seventieth birthday and at each subsequent Annual General Meeting. Governors shall cease to hold office if absent from meetings of the Governors during a continuous period of one year (unless the other Governors otherwise resolve) or in the other circumstances prescribed in the Articles of Association of the Company.
- (h) Each Governor of the College shall, upon appointment, be given a copy of the Memorandum and Articles of Association of the Company and of this Scheme of Government and shall sign the Minute Book confirming receipt thereof, agreement to abide thereby and willingness to act in the trusts of the Company.
- (i) A meeting of the Governors shall be held at least once per term.
- (j) Governors shall not be entitled to any remuneration nor shall they receive any profit from their position as Governors of the College but the foregoing shall not prevent their receiving reimbursement of out of pocket expenses properly incurred by them in the course of their duties as Governors.
- (k) The number of Governors who are parents of the students at the College shall in no event exceed 3 or one fifth of the total number of governors, whichever shall be the lesser. Governors who are parents shall act in a disinterested fashion.
- (l) The Members of the Company may at any time remove a Governor by

ordinary resolution, provided that no Governor may be removed without having been given not less than twenty one days notice of the relevant General meeting and the opportunity to attend it and be heard regarding why he or she should not be removed.

11. Powers and Responsibilities of the Governors

Subject always to Clause 12 hereof:

- (a) The Governors shall be responsible in conjunction with the Principal and the Director (Administration and Finance), for ensuring that such registers and lists as are required for the running of the College are provided and properly administered. Books of account shall be maintained and subject to audit at least once per year by a duly qualified and experienced independent auditor. Copies of the audited accounts shall be made available to the Secretary of State and each of the Members; they will also be filed with the Charity Commission as required from time to time. Other interim accounts shall be prepared as may reasonably be requested by the Secretary of State of any Member.
- (b) The Governors shall cause budgets to be prepared for the next academic year not later than three months before the start of that year. Such budgets shall set out clearly the prospective income and expenditure of the College and shall differentiate and give adequate details of:
 - (i) surplus or deficit carried forward from the current academic year;
 - (ii) income committed to the College under covenanted or other donation from third party sources and any restrictions upon the use of such money;
 - (iii) requested levels of grant to be paid by the Secretary of State under the

Education Acts;

- (iv) other income, if any;
 - (v) revenue account expenditure (salaries, overheads, outgoings, etc) for the following year;
 - (vi) proposed capital expenditure;
 - (vii) other proposed expenditure.
- (c) The Members of the Company (or any of them) shall have the right to review the budget in conjunction with the Principal and Director (Administration and Finance) prior to its being submitted for adoption by the Governors. No budget shall be approved by the Governors unless it has first been approved by a majority of Members, following a review of the budget in conjunction with the Principal
- (d) The Governors shall endeavour to ensure the efficient management and budgeting of the College accounts and in particular that the College balances its budget from year to year and shall avoid running a deficit or incurring borrowings beyond such overdraft as may be agreed by them with the Members from time to time.
- (e) The Governors shall maintain at all times appropriate insurance for the buildings of the College and their contents and shall insure the College against public liability.
- (f) The Governors may from time to time accept donations, subscriptions and endowments in money or other form, and may apply the same and the interest, income and accumulation thereof for or towards the general benefit of the College, according to the judgment of the Governors and the directions

of the respective donors, subscribers and sponsors, and such donations may be accepted on any conditions of which the Governors may approve.

- (g) The Governors shall have power to dismiss the Principal or any other officer or employee.
- (h) The salary or remuneration of the Principal and of the tutors and of every other officer or employee of the College and the conditions and terms of their respective tenures of office and (save where this Scheme provides otherwise) shall be determined and prescribed by the Governors.
- (i) The students and staff in the College shall wear such school dress (if any) as the Governors may prescribe, after consultation with the Principal.
- (j) The Governors shall determine, after consultation with the Principal the dates and times for the College terms and holidays and the length and times for each day when the College is in session. The Governors may require students to attend at any place outside the College premises for the purpose of receiving any instruction or training included in the curriculum of the College.
- (k) The Governors shall prepare once in every academic year a Governors' Report for presentation and discussion at an Annual Meeting for Parents to be held by the College. This report shall summarise the work of the Governors and the achievements of the College during the period since their last report and include the information listed in Sections 11(2) and 11(3) of the Model Articles of Government for Voluntary Aided Schools (as set out in Annex 7 of DES Curricular No 7/87) or any supplement thereto or replacement thereof.

Copies of the Governors' Report shall be distributed, free of charge, to the parents of all registered students and employees of the College not less than two weeks before the date of the Annual Parents' meeting at which the report

is to be discussed. Copies of the report shall also be made available to such persons for inspection, free of charge and at all reasonable times, at the College.

The Annual Parents' Meeting shall be conducted in a manner consistent with the provisions of Section 12 of the said Annex 7.

- (l) The Governors may from time to time delegate all or any of their powers to a committee consisting of one or more Governors and such other persons as the Governors shall consider desirable. Any such delegation may be made subject to any conditions the Governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the terms of this Scheme or the Articles of Association of the Company regulating meetings of Governors so far as they are capable of applying. No such delegation shall release the Governors from any liability which they may incur as a result of any acts or omissions of such delegates in the exercise and within the scope of their delegated powers.

12. Matters Requiring Special Approval

Each of the following matters shall require to be authorised by a majority of the Members:

- (a) The removal from office of the Principal to the College;
- (b) The removal from office of the Director of Finance and Administration;
- (c) Any material change in the fundamental principles on which the College is run;

- (d) Any change in the staffing structure of the college which has an adverse effect on the staffing budget;
- (e) Entering into, or budgeting to enter into, any debt or unauthorised liability, or the borrowing of monies
- (f) The making of any general or specific appeals for donations, endowments or funding of any kind.

13. The Principal and Officers

Subject always to Clause 12 hereof:

- (a) The Governors shall appoint a Principal of the College which appointment shall be made subject to and with the benefit of all rights, powers and responsibilities of Principal set out in this Scheme of Government.
- (b) The Governors shall, subject to the rights and responsibilities of the Principal under clause 15 of this Scheme of Government, appoint such other staff as shall be necessary for the achievement of the objects of the College and the performance of all obligations set out or referred to in this Scheme of Government.
- (c) The salaries of the Principal, and other staff shall be in accordance with scales fixed from time to time by the Governors having regard to the level of grant agreed from time to time with the Secretary of State and other available resources.

14. Appointment and Dismissal of the Principal

- (a) The Principal shall be appointed by the Governors after due public advertisement, and shall be a graduate who is a qualified teacher or who in the

opinion of the Governors is otherwise well qualified by reason of background or experience.

- (b) The Principal Shall be employed under a contract of service in writing with the Company which shall, except in the case of dismissal for misconduct, prolonged illness, breach of duty, incompetence or other reason justifying dismissal without notice, be terminable by the Governors or the Principal upon notice in writing given at least six months before the date or dates specified in the contract. In addition there may be specified in the contract of service a fixed date upon which the contract shall, unless otherwise agreed by the Governors, automatically terminate.
- (c) During any notice period, the Governors may reserve the right to suspend the Principal or to make a payment in lieu of notice.
- (d) The Principal shall give his or her personal attention to the College, and shall not undertake any office or employment without the written approval of the Governors. The principal is expected to be loyal to the aims and objectives of the College and may not engage in any outside activity which in the reasonable opinion of the Governors might interfere with the efficient discharge of the Principal's duties or be in conflict with the interests of the College.
- (e) Subject to clause 12 hereof, the Governors shall, with respect to dismissal for misconduct, breach of duty, incompetence or other reason justifying dismissal without notice, establish a Disciplinary and Competence Procedure which may contain such procedures as the Governors shall deem fit. The Governors may from time to time amend or replace any such Disciplinary and Competence Procedure.
- (f) The Governors may at any time during the investigation of circumstances which may lead to a dismissal for misconduct, breach of duty, incompetence

or other reason justifying dismissal without notice, suspend the Principal with pay provided that such suspension shall be necessary to allow the college to function properly or to allow a proper investigation to be made into the matter.

15. Responsibilities, Powers and Duties of the Principal

- (a) Within the general or other policies and the financial limits decided from time to time by the Governors, the Principal shall be responsible in accordance with his contract of service for the overall management, internal organisation and discipline of the college and for the direction of learning, teaching and the curriculum.
- (b) The Principal shall have direct access to the Governors and shall have the right to submit items for the agenda of all meetings of the Governors, or of any Committees of the Governors, and shall have the right to attend and speak at all such meetings, but may on being given reasonable notice be required to withdraw from a meeting of the Governors for such good reasons as they may decide.
- (c) The Principal shall keep the Governors fully informed on the state and progress of the College and shall at the request of the Governors submit orally or in writing such reports as the Governors may request from him or her and answer questions upon them, or provide further information as required by the Governors. The Principal shall also prepare such additional reports as reasonably be called for by the Secretary of State.
- (d) The Principal may select and appoint (directly or by delegation) on behalf of the Governors on such terms (to include membership of the Government Teachers' Superannuation Scheme unless the right to opt out is exercised) conditions of service and rates of remuneration as are from time to time laid down by the Governors;

- (i) all tutorial staff within the staffing establishment and budget of the College approved by the Governors following such participation in the process of appointment as the Governors may determine for the post in question;
 - (ii) all administrative staff and ancillary staff within the said staffing establishment and budget, directly or otherwise by delegation by the Principal with the exception of the Director of Finance and Administration, whose appointment shall be made by the Governors after consultation with the Principal.
- (e) Every member of staff of the College shall be employed under a contract of service in writing. In the case of tutorial staff, the aforesaid contract shall, except in the case of except in the case of dismissal for misconduct, prolonged illness, breach of duty, incompetence or other reason justifying dismissal without notice, be terminable only upon three months' notice in writing given before the date or dates specified in the contract, given by the Governors, or the Principal on behalf of the Governors, or by the tutor, as the case may be. Every tutor shall have the right to apply for an interview with the Governors, provided that such applications shall be made through the Principal stating the reason for the desired interview.
- (f) The Principal shall have the right:
 - (i) To dismiss on the Governor's behalf any member of the tutorial staff and any member of the administrative or ancillary staff (other than the Director (Administration and Finance)) for what the Principal may reasonably consider to be sufficient cause in accordance with the terms of their contract and after following the disciplinary procedure, but the Principal shall first confer with the Chairman of the Governing Body or, if unavailable, the Deputy Chairman, and take advice to consider the legal position of the College and the Company in the event of such

dismissal;

- (ii) to suspend on full pay any member of the tutorial staff from all or any of his or her duties, where appropriate to allow the College to function properly or where necessary to allow a proper investigation to be made into any matter, but shall except in an emergency first consult the Chairman or the Deputy Chairman of the Governors.
- (g) Where the Principal (in consultation with the Chairman or Deputy Chairman of the Governors) is considering the dismissal of a tutor without notice for misconduct or other good and urgent cause, he or she shall, before reaching a final decision, inform the tutor that he (or she) is entitled to appear before the Governors accompanied by a friend.
- (h) The Principal shall have jurisdiction over the discipline of the College, subject to the restriction that corporal punishment is not permitted in a City Technology College.
- (i)
 - (i) The Principal shall have the power in his (or her) discretion to suspend or expel any student and in the event of expulsion shall invite and give due consideration to representations from the parents of such student and consult the Chairman of the Governors (or if unavailable the Deputy Chairman) before reaching a final decision.
 - (ii) There shall be established by the Governors and Appeals Committee in relation to student discipline constituted in accordance with the First Schedule to this Scheme of Government.

16. Questions under this Scheme

If any question arises as to the construction of this Scheme, or as to the regularity or validity of any of the acts done or about to be done under this Scheme, it shall be

determined by the Secretary of State upon application made to him or her and such determination shall be binding.

17. Amendments to this Scheme

Amendments to the Scheme may be made by Special Resolution of the Company provided always that no amendment shall take effect while the College is in receipt of grant from the Secretary of State under the Education Acts, except with the prior written consent of the Secretary of State.

18. Interpretation

The terms of this Scheme shall be construed as subject to the Memorandum and Articles of the Association of the Company and in the event of any inconsistency the latter shall prevail.

SCHEDULE

FIRST SCHEDULE

APPEAL COMMITTEE ON ADMISSIONS AND PERMANENT EXCLUSIONS

PART 1 - CONSTITUTION OF APPEAL COMMITTEES

1. It is the duty of the governing body to establish appeal committees to deal with appeals in relation to decisions on the following matters:
 - (a) refusal to admit a child as a pupil of the college, and
 - (b) the refusal to reinstate a pupil permanently excluded from the college

2. An appeal committee established for the purposes described in paragraph 1 above shall consist of 3, 5 or 7 members nominated by the governing body from among persons appointed by them under paragraph 3 below; and sufficient persons may be appointed to enable two or more appeal committees to sit at the same time.
3. The persons appointed to an appeal committee shall comprise:
 - (a) members of the governing body other than such members who are referred to in paragraphs 7 and 8 below
 - (b) persons chosen by the governing body who are independent of that governing body

Members of the committee who are members of the governing body may not outnumber the other members by more than one.

4. For the purposes of paragraph 3(b) above, a person shall be held to be independent of the governing body if he is not a member or former member of that body or an employee of the college, or the parent of a registered pupil or pupils at the college.
5. The quorum for an appeal committee shall be three.
6. The Chairman of the appeal committee shall be a person chosen under paragraph 3(b) above.
7. No member of the staff at the college may be a member of an appeal committee.
8. A person shall not be a member of an appeal committee for the consideration of any appeal if he was among these who made the decision or took part in discussions as to whether the decision should be made.
9. The governing body may make provision to pay the travel and subsistence expenses

of members of an Appeal Committee who are not college governors in accordance with a scheme made by them. Any such scheme may from time to time be varied or revoked by a subsequent scheme so made and approved.

PART II - PROCEDURE

10. An appeal shall be by notice in writing to the Chairman of the Governors, setting out the grounds on which it is made, and received within 14 days of notification of non-admission or exclusion. The only grounds of an appeal against non-admission shall be that the College has not correctly applied one or more of its admissions criteria. If it appears to the Chairman of Governors that the grounds of an appeal against non-admission do not relate to the admissions criteria then the appeal will be rejected at this stage.
12. On receiving notice of an appeal by a parent or pupil not rejected under paragraph 10, the Chairman of the Governors shall refer the notice of appeal to the Appeal Committee which may
 - (a) consider the notice of appeal and any supporting documents and any written representation of the Principal and allow or reject the appeal
 - (b) afford the appellant the opportunity of appearing and making oral representations
 - (c) allow the Principal, governing body or any committee of the governing body to make written or oral representations
13. In the event of a disagreement between the members of an appeal committee the appeal under consideration shall be decided by a simple majority of the votes cast and in the case of an equality of votes the chairman of the committee shall have a second or casting vote.

14. The decision of an Appeal Committee and the grounds on which it was made shall be communicated by the committee in writing to the appellant and to the governing body and principal.
15. All appeals shall be heard in private except when otherwise directed by the governing body.
16. The decision of the Appeal Committee shall be final.
17. Subject to paragraphs 10 to 16 above, all matters relating to the procedure on appeals, including the time within which they are to be brought, shall be determined by the governing body.