

COMPANIES ACT 2006

SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company Number: 07066687

Company Name: Instructus

On the **18th** day of **January 2018** the following special/written/ordinary resolution was agreed and passed by the members.

1. Agreement to short notice

The Trustees unanimously Resolved to agree to the discussion of the maximum number of Trustees without any prior notice of this meeting.

2. Maximum number of Trustees

The Trustees unanimously agreed to an ordinary Resolution for the increase of the maximum number of Trustees from 7 to 9 with immediate effect as permitted by Article 29.

Signed:  (Chair)

Dated: 25 February 2018



The Companies Acts 1985-2006

Company limited by guarantee and not having a share capital

**Articles of Association
of
Instructus (company number 07066687)**

(As amended by Special Resolutions passed on 28 October 2011,
18 July 2012 and 28 August 2013 and 15 June 2015 and 26 May 2017)
(As amended by Ordinary Resolution passed on 18 January 2018)

1. The name of the Charity is "Instructus".
2. The registered office of the Charity is situated in England.
3. The object for which the Charity is established is:-

to advance education for the public benefit by promoting qualifications, training and skills ("the Object")
4.
 - 4.1. in addition to any other powers it may have, the Charity has the following powers in order to further the Object (but not for any other purpose):
 - 4.1.1. to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 4.1.2. to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 129 of the Charities Act 2011;
 - 4.1.4. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if it wishes to mortgage land;
 - 4.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- 4.1.6. to establish or support any charitable trusts, associations or institutions *formed for any of the charitable purposes included in the Objects*;
- 4.1.7. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 4.1.8. to set aside income as a reserve against future expenditure but *only in accordance with a written policy about reserves*;
- 4.1.9. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Clause 5 and provided it complies with the conditions in that clause;
- 4.1.10. to;
 - 4.1.10.1. deposit or invest funds;
 - 4.1.10.2. employ a professional fund-manager; and
 - 4.1.10.3. arrange for investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustees Act 2000;
- 4.1.11. to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Sub clause 4.2 of this clause, but subject to the restrictions specified in Sub clause 4.3 of the clause;
- 4.1.12. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- 4.1.13. to do all such other lawful things as are necessary for the achievement of the Objects.
- 4.2. The liabilities referred to in Sub clause 4.1.11 are:
 - 4.2.1. any liability that by virtue of any rule of law would otherwise attach to a Trustee of a Charity in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - 4.2.2. the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.3.

- 4.3.1. The following liabilities are excluded from Sub clause 4.2.1:
 - 4.3.1.1. fines;
 - 4.3.1.2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - 4.3.1.3. liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 4.3.2. There is excluded from Sub clause 4.2.2 any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5.

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Object.
- 5.2.
 - 5.2.1. A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - 5.2.2. Subject to the restrictions in Sub clauses 4.2 and 4.3, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
 - 5.2.3. A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 52.
- 5.3. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. Subject to 5.4 this does not prevent a member who is not also a Trustee receiving:
 - 5.3.1. a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 5.3.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4. No Trustee may:

- 5.4.1. buy any goods or services from the Charity;
- 5.4.2. sell goods, services or any interest in land to the Charity;
- 5.4.3. be employed by, or receive any remuneration from the Charity;
- 5.4.4. receive any other financial benefit from the Charity; unless:
 - 5.4.4.1. the payment is permitted by sub-clause 5.5 of this clause, does not exceed any amount that is reasonable in all the circumstances, and does not result in a majority of the Trustees having received a financial benefit from the Charity; or
 - 5.4.4.2. the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

5.5.

5.5.1.

- 5.5.1.1. A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 5.5.1.2. A Trustee may enter into a contract for the supply of goods or services to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 5.5.1.3. A Trustee may receive interest on money lent to the Charity at a reasonable rate.
- 5.5.1.4. A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the Charity are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that Charity.
- 5.5.1.5. A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- 5.5.1.6. The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
 - 5.5.2. The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or Charity in which the Trustee is:
 - 5.5.2.1. a partner;
 - 5.5.2.2. an employee;
 - 5.5.2.3. a consultant;
 - 5.5.2.4. a Trustee; or
 - 5.5.2.5. a shareholder, unless the shares of the Charity are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.
- 5.6. In sub-clauses 5.2 to 5.5 of this clause 5:
 - 5.6.1. "Charity" shall include any company in which the Charity:
 - 5.6.1.1. holds more than 50% of the shares; or
 - 5.6.1.2. controls more than 50% of the voting rights attached to the shares; or
 - 5.6.1.3. has the right to appoint one or more Trustees to the Board of the Charity;
 - 5.6.2. "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.
- 6. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absente himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 7. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

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- 7.1. the conflicted Trustee is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - 7.2. the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - 7.3. the unconflicted Trustees consider it is in the interests of the Charity to *authorise the conflict of interest in the circumstances applying.*
 8. The liability of the members is limited.
 9. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
 10.
 - 10.1. The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - 10.1.1. directly for the Object; or
 - 10.1.2. by transfer to any charity or charities for purposes similar to the Object; or
 - 10.1.3. to any charity for use for particular purposes that fall within the Object.
 - 10.2. Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
 - 10.2.1. directly for the Object; or
 - 10.2.2. by transfer to any charity or charities for purposes similar to the Object; or
 - 10.2.3. to any charity or charities for use for particular purposes that fall within the Object.
 - 10.3. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) *and if no such resolution is passed by the member or the Trustees the net*

assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Members

11. The voting members of the Charity shall be confined to the Trustees for the time being.

Associate Members

12. Trustees may establish such classes of Associate Members with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove Associate Members (including for the avoidance of doubt those Associate Members identified in Article 13) in accordance with such regulations as the Trustees shall make provided that no Associate Members shall be members of the Charity for the purposes of the Articles or the Companies Acts.
13. Subject to Article 12, the members of Instructus who ceased to be members after the adoption of *revised articles at the annual general meeting held on 4 August 2009* on the adoption of these Articles became Associate Members of the Charity.

Patrons, Honorary President and Vice President

14. The Trustees may appoint and remove any individual(s) as Honorary President, patron(s) or Vice President(s) of the Charity and on such terms as they shall think fit. For the avoidance of doubt none of these honorary positions carry any voting rights in the Company.

General Meetings

15. Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).
16. General meetings are called on at least 14 and not more than 28 clear days written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Companies Act 2006.
17. 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 at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
18. There is a quorum at a general meeting if the number of members present in person or by proxy is at least three (3).
19. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other time and place as the Trustees may determine.

20. The Chairman of the board of Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairman of the meeting.
21. Except where otherwise provided by the Articles or the Companies Acts every issue is decided by ordinary resolution.
22. Every member present in person or by proxy has one vote on each issue.
23. Except where otherwise provided by the Articles or the Companies Acts a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.
24. Members must:
 - 24.1. receive the annual accounts of the Charity for the previous financial year;
 - 24.2. receive an annual written report on the Charity's activities;
 - 24.3. be informed of the retirement of those Trustees who wish to retire or who are retiring upon expiry of their term of office;
 - 24.4. elect Trustees to fill the vacancies arising;
 - 24.5. appoint reporting accountants or auditors for the Charity.
25. A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees or by at least 10% of the membership.
26. A technical defect in the appointment of a member of which the members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.
27. The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Trustees

28.
 - 28.1. A Trustee must be a natural person aged 18 years or older.
 - 28.2. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21.
29. The number of Trustees shall be not less than three but shall be no more than nine unless determined otherwise by ordinary resolution of the Charity.
30. The Charity may by ordinary resolution appoint a person who is willing to act as a Trustee.
 - 30.1. A Trustee is to be appointed for a term of up to three years ("the term").

- 30.2. A Trustee shall be eligible to be re-appointed to the board on termination of the term save that subject to Article 30.4 the Trustees cannot be re-appointed to a further term on more than two occasions.
 - 30.3. Subject to Article 30.4, if a Trustee has served three consecutive terms and then has ceased to be a Trustee for a period of one year (hereinafter referred to as "the former Trustee"), the former Trustee shall be capable of being appointed to the board as regulated in the Articles.
 - 30.4. The members may determine by an ordinary resolution that a Trustee who has served nine (9) years in office may stand for re-election for a further term or further terms in accordance with this clause if they determine that it is in the best interests of the Charity that the Trustee should do so.
31. If the Charity, upon expiry of the term of office of a Trustee does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed for a further term *(subject to Article 30) unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.*
 32. No person other than a Trustee reappointed pursuant to Article 31 shall be appointed or reappointed a Trustee at any general meeting unless:
 - 32.1. he is recommended by the Trustees; or
 - 32.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
 33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
 34. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.

Powers of Trustees

35. (1) The Trustees shall direct the strategy of the business of Charity and appoint a chief executive to manage the business. Trustees may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Disqualification and removal of Trustees

36. A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
- (5) fails to attend three or more consecutive meetings of the Trustees without providing a reason for such absence which is acceptable to the Trustees and the Trustees serve written notice on him disqualifying him as director; or
- (6) is dismissed by resolution of the Trustees on the grounds that he has been guilty of conduct prejudicial to the interests, credit or reputation of the Charity or has wilfully acted in contravention of the Articles or any by-laws, rules or regulations made pursuant thereto provided always that he shall be given a reasonable opportunity to attend and be heard at such meeting and such dismissal is approved at a general meeting of the Charity by seventy-five percent of members entitled to vote;
- (7) in the case of the chief executive who is also a Trustee, (s)he ceases to hold the office of chief executive.

Remuneration of Trustees

37. The Trustees must not be paid any remuneration unless it is authorised by these Articles.

Proceedings of Trustees

38. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Trustees may call a meeting of the Trustees.
- (3) The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) A Trustees' meeting shall be called by at least seven days' clear notice unless urgent circumstances require shorter notice or all the Trustees entitled to attend and vote at that meeting agree shorter notice.

- (5) Questions arising at a meeting shall be decided by a majority of votes.
 - (6) In the case of an equality of votes, the person who is chairing the meeting shall have a second casting vote.
 - (7) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
39. The chief executive of the Charity is entitled to attend all meetings of the Trustees (whether or not that person is also a Trustee) with the exception of any part of the meetings dealing with matters dealing with the pay and conditions of the chief executive.
40. (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two people present and entitled to vote.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
41. (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
42. (1) A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement and shall be passed on the date of the signature of the last Trustee to sign.

Delegation

43. (1) The Trustees may delegate any of their powers or function to a committee of one or more Trustees but the terms of any delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
 - (c) the committee may consist of two or more persons but at least one member of each committee must be a Director.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Validity of Trustees' decisions

44. (1) Subject to Article 44(2) all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If without:

- (d) the vote of that Trustee; and
- (e) the Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Article 44(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 44(1), the resolution would have been void, or if the Trustee has not complied with Article 6.

Seal

45. If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee.

Minutes

46. The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 47. (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register for Charities

- 48. (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of the statements of account to the Charity;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

- 49. (1) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
 - (2) Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
50. Any notice to be given to or by any person pursuant to the Articles:

- (1) must be in writing; or
 - (2) must be given in electronic form.
51. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- (3) In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

52. The Charity shall indemnify any Trustee or auditor of the Charity against any liability incurred by him or her in that capacity to the extent permitted by Sections 232 to 234 of the Companies Act 2006.

Rules

53. The Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity.

Disputes

54. If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the company under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Interpretation

55. In these articles the following terms shall have the following meanings:

55.1	“address”	in relation to electronic communications includes any number or address used for the purpose of such communication
55.2	“Articles”	these Articles of Association of the Charity
55.3	“Associate Member”	an associate member appointed in accordance with Articles 12

55.4	“charitable”	means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” or the words “charitable purposes” in force in any part of the United Kingdom. For the avoidance of doubt the system of law governing the constitution of the Charity is the law of England and Wales
55.5	“Charity”	means Instructus a Charity limited by guarantee incorporated and registered in England and Wales with registered charity number 1144894 Charity number 07066687 and registered office at Unit 110 Print Rooms 164 – 180 union street London SE1 0LH
55.6	“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity
55.7	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
55.8	“connected person”	(a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid Trustee, partner or employee, or shareholder holding more than 1% of the capital
55.9	“electronic form”	has the meaning given in Section 1168 of the Companies Act 2006
55.10	“Secretary”	the secretary of the Charity or any person appointed to perform the duties of the secretary of the Charity
55.11	“Subsidiary Charity”	any Charity in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the Charity
55.12	“the Trustees”	means the trustees of the Charity

56. In these Articles:

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- i. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles became binding on the Charity;
 - ii. Subject to Article 56 any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.