

Notes

- 1 The resolution is proposed as a special resolution and requires members holding 75 percent or more of the total voting rights of members entitled to vote on the resolution to vote in favour of them to be passed
- 2 The date of circulation of the resolution is 10th July 2012
- 3 Unless the resolution is passed by 13th August 2012 it will lapse. If you agree to the resolution please ensure your agreement reaches us before or during this date
- 4 If you agree with the resolution, please indicate your agreement to it by
 - 4.1 signing and dating this document where indicated above and returning it by post or hand delivery to Mark Cooke at Instructus at 6 Graphite Square, Vauxhall Walk, London SE11 5EE, or
 - 4.2 signing and dating this document where indicated above, and then scanning it and emailing it to Mark Cooke at mark.cooke@instructus.org
- 5 Once you have agreed to the resolution you may not revoke your agreement

The Companies Acts 1985 - 2006

Company limited by guarantee and not having a share capital

Articles of Association

of

Instructus

(Amended by special resolutions dated 23 May 2000, 4 January 2001, 17 December 2002, 1 June 2004, 10 November 2010 and 18 July 2012)

1 The company's name is Instructus

(and in this document it is called the "Charity")

Interpretation

2 In the Articles

"Associated Charities" means bodies which are associated in accordance with Section 256 of the Companies Act 2006,

"address" means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity,

"the Articles" means the Charity's Articles of association,

"clear days" means in relation to the period of a notice 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,

"the Commission" means the Charity Commission for England and Wales,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,

"Connected Person" means (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 could reasonably be regarded as equivalent to such a relationship, or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital,

"the Trustees" means the directors of the Charity The Trustees are company trustees as defined by section 177 of the Charities Act 2011,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“officers” includes the Trustees and the secretary (if any),

“the seal” means the common seal of the Charity if it has one,

“secretary” means any person appointed to perform the duties of the secretary of the Charity,

“the United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

- 3
- (1) The object for which the Charity is established is to advance education by the promotion of training and skills in administration and relevant disciplines, in particular by the development of qualifications and training based on national standards
 - (2) In furtherance of its objects, but not further or otherwise, the Charity shall have the following powers
 - (a) to encourage people to develop and maintain their competence in administration and to this end to encourage links between employers, employees and further, higher and professional education,
 - (b) to define and promote occupational standards and qualifications,
 - (c) to establish, organise or hold educational courses, programmes, lectures, seminars, classes, meetings and other exhibitions, either alone or with others,
 - (d) to cause to be written and printed or otherwise reproduced and circulated for payment or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or any other medium,
 - (e) to foster and undertake research into any aspect of the objects of the Charity and its work, and to disseminate the results of any such research,
 - (f) to co-operate and enter into arrangements with any governments, authorities or bodies of whatsoever nature and whether international, national, local or otherwise, and to provide technical advice and assistance to all or any of such organisations,
 - (g) to raise funds, purchase property, invite and receive contributions, subscriptions, donations, grants, gifts and other property whether subject to any special trusts or not,

- (h) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
- (i) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity,
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts,
- (k) to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity,
- (l) subject to such consents as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit,
- (m) to invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (n) to establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes,
- (o) subject to the provisions of Clause 4 hereof, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity and to pay any company or other entity fees or other payments for providing such services or consultancy or advisory services,
- (p) to ensure and arrange insurance cover for and to indemnify its Trustees, members, officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Charity may think fit,
- (q) subject to the provisions of Clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the Charity or their dependents,
- (r) to amalgamate with any companies, institutions, societies or associations which shall be charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment of any divided or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles of Association,
- (s) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,
- (t) to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity,
- (u) to establish, where necessary, local branches or such subsidiary companies in the UK or overseas as shall further the objects of the Charity,

- (v) to guarantee or give indemnities or provide security for the performance of any contracts or obligations of any person, firm or company associated with the Charity in business including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Charity or another subsidiary of any such holding company,
- (w) to do all such other lawful acts and things as shall further the objects of the Charity

Provided that

- (i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regard any such property the Trustees of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated

4 The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Trustees Provided that nothing herein shall prevent any payment in good faith by the Charity

- (a) of reasonable and proper remuneration to any Trustee or member, officer or servant of the Charity for any services rendered to the Charity (subject to Section 185 Charities Act 2011),
- (b) of interest on money lent by any Trustee or member at a reasonable rate or reasonable and proper rent for premises demised or let by a Trustee or member of the Charity,
- (c) to any Trustee or member, officer or servant of the Charity of reasonable and proper out-of-pocket expenses,
- (d) of fees, remuneration or other benefits in money's worth to any company of which a Trustee or member is a member holding not more than one-hundredth part of the capital of such company

provided always that the number of Trustees in receipt of any remuneration, payment or benefit in accordance with this clause shall be a minority of the members for the time being of the board of Trustees and no Trustee in receipt of any such remuneration, payment or

benefit shall attend, speak or vote at any board meeting where such payment, remuneration or other benefit is discussed

- 5 No addition, alteration or amendment shall be made to or in the provisions of the Articles for the time being in force, which would have the effect that the Charity shall cease to be a company to which Section 60 of the Companies Act 2006 applies
- 6 The liability of the members is limited Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Charity if it should be wound up while he is a member or within one year after he ceased to be a member, for payment of the Charity's debts and liabilities contracted before he 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
- 7 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of the dissolution, and insofar as effect cannot be given to such provisions, then to some other charitable object

Declaration of Trustees' interests

- 8 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 absent 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)

Conflicts of interests and conflicts of loyalties

- 9 (1) 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 the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply
 - (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) 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, and
 - (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying

In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person

Members

- 10 (1) The Trustees and the trustees of all charitable Associated Charities of the Charity for the time being shall be the members of the Charity

Termination of membership

11 Membership is terminated if

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due,
- (4) if the members decide by a simple majority of not less than two-thirds of the votes capable of being cast at a meeting called for that purpose that a member 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 bye-laws, rules or regulations made pursuant thereto, and that by reason thereof the member ought to be excluded from membership, provided always that the member shall be given a reasonable opportunity to attend and be heard at such meeting
- (5) the member ceases to be a Trustee or a director of a charitable Associated Charity of the Charity

General meetings

- 12 (1) 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)
- (2) 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
 - (3) 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
 - (4) There is a quorum at a general meeting if the number of members present in person or by proxy is at least six
 - (5) 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
 - (6) 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

- (7) Except where otherwise provided by the Articles or the Companies Acts every issue is decided by ordinary resolution
- (8) Every member present in person or by proxy has one vote on each issue
- (9) In the case of an equality of votes the person who is chairing the meeting shall be entitled to a further or casting vote in addition to the vote to which that person may be entitled as a member or as a proxy of a member
- (10) 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
- (11) Members must
 - (a) receive the annual accounts of the Charity for the previous financial year,
 - (b) receive an annual written report on the Charity's activities,
 - (c) be informed of the retirement of those Trustees who wish to retire or who are retiring upon expiry of their term of office,
 - (d) elect Trustees to fill the vacancies arising,
 - (e) appoint reporting accountants or auditors for the Charity
- (12) 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
- (13) 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
- (14) 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

- 13 (1) A Trustee must be a natural person aged 18 years or older
 - (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21
- 14 The number of Trustees shall be not less than three but shall not be more than seven unless determined otherwise by ordinary resolution of the Charity

Powers of Trustees

- 15 (1) The Trustees shall direct the strategy of the business of the 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 Act, 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

Appointment and Retirement of Trustees

- 16 (1) The Charity may by ordinary resolution appoint a person who is willing to act as a Trustee
 - (2) A Trustee is to be appointed for a term of up to three years ("the term")
 - (3) A Trustee shall be eligible to be re-appointed to the board on termination of the term save that subject to Article 16(5) the Trustees cannot be re-appointed to a further term on more than two occasions
 - (4) Subject to Article 16(5), 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
 - (5) 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
- 17 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 16) 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
 - 18 No person other than a Trustee reappointed pursuant to Article 17 shall be appointed or reappointed a Trustee at any general meeting unless
 - (a) he is recommended by the Trustees, or
 - (b) 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
 - 19 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
 - 20 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

Disqualification and removal of Trustees

21 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 director,
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- (3) ceases to be a member of the Charity,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (5) resigns as 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), or
- (6) 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
- (7) 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 bye-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 per cent of members entitled to vote,
- (8) 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

22 The Trustees must not be paid any remuneration unless it is authorised by Article 4

Proceedings of Trustees

- 23
- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles
 - (2) Any Trustee 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
 - (8) 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 the pay and conditions of the chief executive
- 24 (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 three 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
- 25 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 26 (1) The Trustees shall appoint a director 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
- 27 (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

Delegation

- 28 (1) The Trustees may delegate any of their powers or function to a committee of two 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
- (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

- 29 (1) Subject to Article 29(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 interests or otherwise,
- if without
- (d) the vote of that Trustee, and
 - (e) that Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting
- (2) Article 29(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 29(1), the resolution would have been void, or if the director has not complied with Article 8

Seal

- 30 The Seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Trustees and every instrument to which the Seal shall be so affixed shall be signed by a Trustee and countersigned by the Secretary or a second Trustee or by some other person authorised by the Trustees for the purpose. In favour of any purchaser or person bona fide dealing with the Charity such signatories shall be conclusive evidence of the fact that the Seal has been properly affixed

Minutes

- 31 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

- 32 (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

- 33 (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

- 34 (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 director in connection with the taking of decisions by Trustees may also be sent or supplied by means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 35 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
- 36 (1) The Charity may give any notice to a member either
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his her address, or

- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

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

- 38 (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 company 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

39 Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him 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 Charity.

Rules

- 40 (1) 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.
- (2) The byelaws may regulate the following matters but are not restricted to them
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings of the Trustees insofar as such procedure is not regulated by the Companies Acts or by the Articles,
 - (e) generally, all such matters are commonly the subject matter and company rules
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity
- (5) The rules or byelaws shall be binding on all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

Disputes

- 41 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