



GRIMSBY INSTITUTE GROUP

**Instrument and Articles of the
Grimsby Institute of Further and
Higher Education**

Change Control

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V3	Replacement	7 March 2017	Amendment to Instrument 2 (1) (a) and 3(1)(a) Replacement of 'Principal' with 'CEO' Deletion of Article 5

INSTRUMENT OF GOVERNMENT

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Interpretation of the terms used

1. In this Instrument of Government -
 - (a) any reference to “the ~~Principal~~” “Chief Executive Officer” shall include a person acting as Chief Executive Officer ;
 - (b) “the Clerk” means the Clerk to the Corporation;
 - (c) “the Corporation” means the Further Education Corporation established under the Further and Higher Education Act 1992 to conduct the Institution;
 - (d) “the Institution” means the education institution conducted by the Corporation and being Grimsby Institute of Further and Higher Education;
 - (e) “this Instrument” means this Instrument of Government;
 - (f) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of video or telephone-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
 - (g) “necessary skills” means skills, knowledge and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
 - (h) “staff member” and “student member” have the meanings given to them in clause 2;
 - (i) “the Secretary of State” means the Secretary of State for Business, Innovation and Skills;
 - (j) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;

- (k) “the students’ union” means any association of students formed to further the educational purposes of the Institution and the interests of students, as students;
- (l) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

2.—(1) The Corporation shall consist of -

- (a) up to eleven members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
 - (b) the ~~Principal~~ Chief Executive Officer of the Institution, unless the Chief Executive Officer chooses not to be a member;
 - (c) two members who are members of the Institution’s staff and have a contract of employment with the Institution (“staff members”) and who shall comprise: (i) one member of the academic staff, nominated and elected only by academic staff; and (ii) one member of the non-academic staff, nominated and elected only by non-academic staff; and
 - (d) two members who are students at the Institution and have been nominated by their fellow students, or self-nominated, and recommended for appointment by the students’ union(“student member”).
- (2) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

Determination of membership numbers

3.—(1) The number of members of the Corporation, and the number of members of each variable category shall be decided by the Corporation.

- (2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph.
- (3) Any determination under paragraphs (1) or (2) must be such that -
 - (a) the number of members of the Corporation shall not be less than eleven and no more than sixteen ; and
 - (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in clause 2.
- (4) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

Appointment of the members of the Corporation

4.—(1) Subject to paragraph (2), the Corporation is the appointing authority in relation to the appointment of its members.

- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (3) The appointing authority may decline to appoint a person as a member of the Corporation if -
 - (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
 - (b) the appointment of the person would contravene any standing orders made under article 15 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such standing orders make the same provision for each category of members appointed by the appointing authority; or
 - (c) the person is ineligible to be a member of the corporation because of clause 7.
- (4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chair

- 5.—(1)** The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Chief Executive Officer nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair shall hold office for a term of three years.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) Before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (9) Before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any standing order made by the Corporation under article 15 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Clerk to the Corporation

- 6.—(1)** The Corporation shall appoint a person to serve as its Clerk, but the Chief Executive Officer may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Chief Executive Officer may not be appointed as temporary Clerk.
 - (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
 - (4) Subject to clause 13, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
 - (5) The Clerk may also be a member of staff at the Institution.

Persons who are ineligible to be members

- 7.—(1)** No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
 - (3) A person who is a member of staff of the Institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
 - (4) Subject to paragraphs (5) and (6), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
 - (5) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease -
 - (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment; or
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or

- (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (6) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (7) Subject to paragraph (8), a person shall be disqualified from holding, or from continuing to hold, office as a member if -
 - (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (8) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- (9) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (4) or (7), the member shall immediately give notice of that fact to the Clerk.

The term of office of a member

- 8.—(1)** A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.
- (3) Paragraph (2) is subject to any standing order made by the Corporation under article 15 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

- 9.—(1)** A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member –

- (a) is unfit or unable to discharge the functions of a member; or
 - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (3) The Corporation may by notice in writing suspend the membership of a member and, during that period of suspension, the member shall not be entitled to attend any meetings of the Corporation or its committees.
- (4) Any person who is a member of the Corporation by virtue of being a member of the staff at the Institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (5) A student member shall cease to hold office -
- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - (b) if expelled from the Institution.

Members not to hold interests in matters relating to the Institution

10.—(1) A member to whom paragraph (2) applies shall –

- (a) disclose to the Corporation the nature and extent of the interest; and
 - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
 - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who -
- (a) has any financial interest in -
 - (i) the supply of work to the Institution, or the supply of goods for the purposes of the Institution;
 - (ii) any contract or proposed contract concerning the Institution; or
 - (iii) any other matter relating to the Institution; or
 - (b) has any other interest of a type specified by the Corporation in any matter relating to the Institution.
- (3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the Institution to any person wishing to inspect it.

Meetings

11.—(1) Refer to Standing Orders.

Quorum

12.—(1) Refer to Standing Orders.

Proceedings of meetings

13.—(1) Refer to Standing Orders.

Minutes

14.—(1) Refer to Standing Orders.

Public access to meetings

15. The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Chief Executive Officer and in making its decision, it shall give consideration to clause 16(2).

Publication of minutes and papers

16.—(1) The Corporation shall ensure that a copy of -

- (a) the agenda and the signed minutes for every meeting of the Corporation and its Committees; and
 - (d) any report, document or other paper considered at any such meetings, will as soon as possible be made available during normal office hours at the Institution to any person wishing to inspect them.
- (2) There shall be excluded from any item made available for inspection any material relating to -
- (a) a named person employed at or proposed to be employed at the Institution;
 - (b) a named student at, or candidate for admission to, the Institution;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the signed minutes of every meeting of the Corporation and its Committees, under paragraph (1), shall be placed on the Institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review every two years all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no

longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Payment of Allowances

- 17.-(1).** No Governor will, without the consent of the Charity Commission or other Principal Regulator, be paid for acting as a Governor except that:
- (a) They may be paid reasonable expenses for attendance at meetings of the Corporation and any Committee thereof.
 - (b) They may be paid reasonable expenses for attendance at any training events that are planned either by the Corporation or by the Clerk to the Corporation that are related to the skills and competencies required for being a College Governor or External Member.
 - (c) They may be beneficiaries of the Corporation.
 - (d) They may have an interest in contracts for services, work or goods approved in accordance with paragraph 10 (1) above.

Copies of the Instrument of Government

- 18.** A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the Institution upon request, during normal office hours, to every member of staff and every student.

Change of name of the Corporation

- 19.** The Corporation may change its name with the approval of the Secretary of State.

Application of the seal

- 20.** The application of the seal of the Corporation shall be authenticated by -
- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
 - (b) the signature of any other member.

ARTICLES OF GOVERNMENT

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Interpretation of the terms used

1. In these Articles of Government -
 - (a) any reference to "the Principal" shall include a person acting as Principal;
 - (b) "the Articles" means these Articles of Government;
 - (c) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 5 of the Instrument of Government;
 - (d) "the Clerk" has the same meaning as in the Instrument of Government;
 - (e) "Conditions of Funding" means the Conditions of Funding (Grant) as set out in the agreement between (1) the CE of Skills Funding and (2) the Corporation;
 - (f) "the Corporation" has the same meaning as in the Instrument of Government;
 - (g) "the CE of Skills Funding" means the Chief Executive of Skills Funding;
 - (h) "Financial Memorandum" means the Financial Memorandum which sets out the conditions upon which the CE of Skills Funding provides funding to Further Education Corporations;
 - (i) "Funding Rules" means any rules for funding and associated evidence requirements which may be issued from time to time by the Skills Funding Agency or CE of Skills Funding, including but not limited to the Financial Memorandum and the Conditions of Funding;
 - (j) "the Institution" has the same meaning as in the Instrument of Government;
 - (k) "staff member" and "student member" have the same meanings as in the Instrument of Government;
 - (l) "the Secretary of State" means the Secretary of State for Business, Innovation, and Skills;
 - (m) "senior post" means the post of Chief Executive Officer and such other senior posts as the Corporation may decide for the purposes of these Articles;

- (n) “the staff” means all the staff who have a contract of employment with the Institution;
- (o) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the Corporation

- 2. The Corporation shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any standing orders made under these Articles and any trust deed regulating the Corporation.

Responsibilities of the Corporation, the Chief Executive Officer and the Clerk

- 3.—(1) The Corporation shall be responsible for the following functions -
 - (a) the preservation and development of the educational character and mission of the Institution and the oversight of its activities;
 - (aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;
 - (b) approving the quality strategy of the Institution;
 - (c) the effective and efficient use of resources, the solvency of the Institution and the Corporation and safeguarding their assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;
 - (f) (i) implementing measures to facilitate compliance with the Funding Rules; (ii) carrying out those responsibilities allocated to the Corporation and Governing Body (as defined in the Financial Memorandum) under and in accordance with the Funding Rules; and (iii) reviewing ongoing compliance with the Funding Rules on a regular basis;
 - (g) carrying out those activities listed in paragraph 1(f) as if reference to the "Funding Rules" was replaced by reference to the Joint Audit Code of Practice;
 - (h) taking such measures as are required to maintain the Corporation's charitable status, including its status as an exempt charity.
- (2) Subject to the responsibilities of the Corporation, the Chief Executive Officer shall be the Chief Executive of the Institution, and shall be responsible for the following functions -
 - (a) making proposals to the Corporation about the preservation and development of the Institution and implementing the decisions of the Corporation;
 - (b) the determination of the Institution’s academic and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;

- (d) the organisation, direction and management of the Institution and leadership of the staff;
 - (e) making proposals to the Corporation about the policy by which the tuition and other fees payable to it are determined;
 - (f) the setting of rules relating to the conduct of staff;
 - (g) the setting of grievance, suspension and disciplinary procedures for all staff, other than senior post holders;
 - (h) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff;
 - (i) approve the constitution of the student union and monitor the audited accounts annually of the students' union; and
 - (j) maintaining student discipline, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk shall be responsible for the following functions: -
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4.—(1)** The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive Officer or Clerk and may delegate powers to -
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Principal.

The audit committee

- 5.—(1)** Refer to Standing Orders.

Composition of committees

- 6.** Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

- 7.** The Corporation will ensure that the policy governing access to Committees by non-governors and the minutes of all Committee Meetings, with the exception of the Remuneration Committee and Special Committees are published on the Institute's Website and made available for inspection at the College by any person, during

normal office hours. The publication of Committee Minutes on the Institute's Website will take place once the Committee has formally approved them.

Chair and Vice-Chairs Action

8. Both the Chair and in the Chair's absence the Vice-Chair will, on terms specified in Rules, Policies & Procedures from time to time, be empowered to act for the Corporation between meetings of the Corporation where action is required to be taken between such meetings.

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions -
- (a) the preservation and development of the educational character and mission of the Institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the Institution and the Corporation and for safeguarding their assets;
 - (d) the appointment of the Chief Executive Officer or holder of a senior post;
 - (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles or the Instrument.
- 10.—(1) The Corporation may not delegate -
- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.
- (2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.
11. The Chief Executive Officer may delegate functions to the holder of any other senior post other than -
- (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Chief Executive Officer by the Corporation.

Appointment and promotion of staff

- 12.—(1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall decide whether to
- (a) advertise the vacancy nationally; and
 - (b) appoint a selection panel consisting of -
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or

- (ii) the Chief Executive Officer and at least three other members of the Corporation, where the vacancy is for any other senior post.
- (2) The members of the selection panel shall –
 - (a) decide on the arrangements for selecting the applicants for interview;
 - (b) interview the applicants; and
 - (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- (3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
- (4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.
- (5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff -
 - (a) may be required to act as Chief Executive Officer or in the place of any other senior post holder; and
 - (b) if so required, shall have all the duties and responsibilities of the Chief Executive Officer or such other senior post holder during the period of the vacancy or temporary absence.
- 13.** The Chief Executive Officer shall have responsibility for selecting for appointment all members of staff other than -
 - (a) senior post holders; and
 - (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Suspension and dismissal of the Clerk

- 14.** Where the Clerk is suspended or dismissed from their position as a member of staff at the Institution, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

Standing Orders

- 15.** The Corporation shall have the power to make standing orders relating to the government and conduct of the Institution and these standing orders shall be subject to the provisions of the Instrument of Grimsby Institute of Further and Higher Education and these Articles.

Copies of Articles of Government and Standing Orders

16. A copy of these Articles, and of any standing orders, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the Institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles

- 17.-(1) The Corporation may by resolution of the members modify or replace its Instrument and/or Articles, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- (2) The Corporation shall not make changes to the Instrument or Articles of government that would result in the body ceasing to be a charity.
- (3) No resolution may be made under paragraph (1) at a meeting of the Corporation unless consideration of the replacement or amendment of the Instrument and/or Articles is a specific item of business on the agenda for that meeting, and the resolution to approve the replacement or amendment is supported by a majority of the members of the Corporation at the meeting or by written resolution.

Dissolution of the Corporation

- 18.-(1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (2) The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.
- (3) The Corporation shall notify the Secretary of State of the resolution and the dissolution date as soon as reasonably practicable.
- (4) The Corporation shall ensure that any transfer of its property, rights and liabilities under paragraph (1) takes effect on the dissolution date.
- (5) Where any proposed transfer under paragraph (1) is to a person or body that is not a charity established for charitable purposes which are exclusively educational purposes then the Corporation shall ensure that such property is transferred on trust to be used for charitable purposes which are exclusively educational purposes.