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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CANCER RESEARCH UK

incorporated on 20 November 2001

Special resolution passed 18 July 2012 to adopt new articles

Amended by special resolution passed 19 July 2018 (amendment to article 53)

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ARTICLES OF ASSOCIATION

OF

CANCER RESEARCH UK

1. INTERPRETATION

(1) In these Articles:

"Act"	means the Companies Act 2006;
"Articles"	means these Articles of Association of the Company in force from time to time;
"Chairman"	means the chairman of the Council;
"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 section 7 of the Charities and Trustee (Investment) Scotland Act 2005 and section 1 of the Charities Act (Northern Ireland) 2008 including any statutory modification or re-enactment thereof for the time being in force. For the avoidance of doubt, the system of law governing these Articles is the law of England and Wales;
"Charities Act"	means the Charities Acts 1992 to 2011;
"charity trustee"	has the meaning prescribed to it in the Charities Act;
"clear days"	in relation to the period of a notice, means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Commission"	means the Charity Commission for England and Wales or any body which replaces it;
"Committee"	means any committee of the Company constituted in accordance with Article 66;
"Company"	means Cancer Research UK;
"Conflicted Trustee"	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Company, or has some

	separate interest or duty in relation to a matter to be decided, or in relation to information which is confidential to the Company;
“Connected Person”	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may be reasonably regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee or other person with whom the Trustee is connected, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights;
"Council"	means the board of directors (called "Trustees") of the Company;
"Deputy Chairman"	means the Deputy Chairman of the Council;
“Electronic Means”	refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;
“Financial Expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
“financial year”	means the Company’s financial year;
“firm”	includes a limited liability partnership;
"Honorary Officer"	means a person (whether a Member or not) not holding office as a Trustee who has been appointed to a non-executive office in the Company pursuant to Article 14 or 15;
“indemnity insurance”	means insurance against personal liability incurred by any Trustee or other officer (other than any person engaged by the Company as auditor) for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless, whether the act or omission was a breach of trust or breach of duty;
“material benefit”	means a benefit, direct or indirect, which may not be financial but has a monetary value;
"Member" and “Membership”	refer to membership of the Company for the purposes of the Act;
"month"	means a calendar month;
“nominee company”	means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;
"objects"	means those charitable purposes set out in Article 4;

"Office"	means the registered office of the Company;
"ordinary resolution"	means a resolution agreed by a simple majority of the Members present and voting at a Members' meeting or, in the case of a written resolution, by Members who together hold a simple majority of the voting power;
"seal"	means the common seal of the Company if it has one;
"Secretary"	means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company;
"special resolution"	means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a Members' meeting or, in the case of a written resolution, by Members who together hold 75% of the voting power;
"Taxable Trading"	means carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the objects, unless the income of the Company from that trade or business is exempt from tax by reason of any legislation from time to time in force;
"Trustee"	means a director of the Company;
"the United Kingdom"	means Great Britain and Northern Ireland; and
"written" or "in writing"	refers to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper.

- (2) References to any act shall include any statutory modification or re-enactment of it for the time being in force.
- (3) These Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Company.
- (4) Unless the context requires otherwise, words or expressions defined in these Articles bear the same meaning as in the Act as it is in force on the date when these Articles become binding on the Company.

NAME AND OFFICE

2. The Company's name is Cancer Research UK (and in this document it is called "the Company").
3. The Company's registered office is situated in England.

OBJECTS

4. The objects for which the Company is established are to protect and promote the health of the public in particular by research into the nature, causes, diagnosis, prevention, treatment and cure of all forms of cancer, including the development of findings of research into practical applications for the prevention, treatment and cure of cancer and in

furtherance of that primary object, to provide information and raise public understanding of such matters.

5. Article 4 may be amended by special resolution but only with the prior written consent of the Commission.

POWERS

6. The Company has the following powers, which may be exercised only in promoting the objects:

- (1) to carry out or cause to be carried out or fund any and all types of research relevant to cancer;
- (2) to assign, license, or otherwise deal in and exploit the findings of research;
- (3) to make grants and loans, whether out of income or capital and upon such terms and conditions (if any), and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit;
- (4) to provide or procure the provision of counselling and guidance to members of the public in relation to cancer;
- (5) to produce, publish and distribute (whether gratuitously or not) material in any form or media that may be deemed desirable for the promotion of the objects;
- (6) to accept any gifts, including on special trusts, or contributions of any kind;
- (7) to raise funds (but not by means of Taxable Trading);
- (8) to deposit or invest its funds in any manner as may be thought fit (including, but not limited to, the establishment of trading or other subsidiaries of any kind), having regard to the suitability of investments and the need for diversification;
- (9) to acquire or hire property and/or any interest in, or relating to, land, on such terms as the Trustees shall determine, and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (10) to let, license or dispose of any interest in property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- (11) to insure the property of the Company (including, for the avoidance of doubt, any property not owned by the Company but under its control) against any foreseeable risk and to take out other insurance policies to protect the Company when required;
- (12) to borrow money and to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- (13) subject to Articles 70 - 77, to employ or otherwise contract for the services of agents, staff or advisers (upon such terms and conditions as may be thought fit) and, subject to Article 72, to remunerate any person, firm or company rendering services to the Company and provide and contribute to pension and other death-in-service or other benefits for employees and former employees of the Company and their dependants;

- (14) to delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) the investment policy is set down in writing for the Financial Expert by the Trustees;
 - (b) the performance of the investments is reviewed regularly with the Trustees;
 - (c) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (d) the investment policy and the delegation arrangement are regularly reviewed by the Trustees;
 - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Trustees; and
 - (f) the Financial Expert must not do anything outside the powers of the Company;
- (15) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the direction of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;
- (16) subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, to indemnify every Trustee or other officer of the Company (other than any person engaged by the Company as auditor) to the extent permitted by the Act and to pay for indemnity insurance for the Trustees;
- (17) to establish regional, national and international divisions, offices or branches (howsoever constituted) and to adopt and use such operational names as may be appropriate and lawful in connection with such divisions and/or offices;
- (18) to act as trustee of charitable trusts jointly with one or more other trustees or, where it may legally do so, as sole trustee;
- (19) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions;
- (20) to act as a trust corporation in relation to the administration of estates and trusts;
- (21) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (22) to acquire and take over to such an extent as may be thought fit (and permitted by law) the assets, liabilities and undertakings of any person or body whatsoever;
- (23) to amalgamate with any other bodies that are charitable and have objects similar to the objects and that restrict the payment of any dividend or profit to, and the distribution of assets amongst, their members at least to the same extent as such payments are restricted under these Articles;
- (24) either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Company;
- (25) to the extent permitted by charity law, to campaign or to support campaigns; and

- (26) to do all such other lawful things as shall further the attainment of the objects or any of them.

MEMBERS

7. The Company must maintain a register of Members. The Council shall decide the terms and conditions of membership.
8. The maximum number of Members shall be one hundred (or such other number as the Members may decide by ordinary resolution)..
9. Subject to Article 8, Members shall be admitted to Membership:
- (1) for a term ending at the conclusion of the fifth Annual General Meeting after their appointment by a resolution of the Members passed in a Members' meeting; or
 - (2) by the Council either to fill a vacancy or as an additional Member for a term ending at the commencement of the next Annual General Meeting at which point such Member shall be eligible for re-admission pursuant to Article 9(1);
- provided that in each case the individuals concerned shall have first indicated their willingness to act by signing an application for Membership (in such form as the Council may from time to time determine).
10. The Members shall not be obliged to give reasons for refusing to accept any person as a Member.
11. The Members, in a Members' meeting, may designate (and withdraw such designation) that a president, or other senior officer, of a body working in an area relevant to the objects of the Company, be accepted as an ex-officio Member of the Company. An ex-officio Member appointed in accordance with this Article shall have the same rights as a Member, and shall be appointed in accordance with the procedure set out in Article 9.
12. Membership shall not be transferable and a Member shall cease to be a Member:
- (1) at the expiry of the term of his/her Membership if he/she is not re-appointed as a Member;
 - (2) on death;
 - (3) if by notice in writing to the Secretary, the Member resigns. The Member is deemed to have resigned from the date the letter of resignation is received at the Office; or
 - (4) by a vote of the Members passed by a majority of not less than three-quarters of the Members present and voting at the Members' meeting at which the matter is considered. A resolution to determine a Member's Membership shall not be passed unless the Member has been given not less than fourteen days' notice in writing of the meeting at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by, or of making a written representation to, the Members prior to the vote.

PATRONS AND HONORARY OFFICERS

13. The Council may in its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as it shall think fit. A Patron shall have the right to

receive notice of and attend and speak (but not vote) at any Members' meeting of the Company and shall also have the right to receive accounts of the Company when available to Members. A Patron may but need not be a Member.

14. The Council may in its discretion appoint any person to be a President, Vice-President or Deputy President of the Company (and remove any such person) on such terms as it shall think fit. A President, Vice-President or Deputy President may, but need not, be a Member. The President, Vice-President and Deputy President shall have the right to receive notice of and attend and speak (but not vote unless he/she has that right by virtue of being a Member) at any Members' meeting of the Company and shall also have the right to receive accounts of the Company when available to Members.
15. The Council may in its discretion appoint such other persons to hold such other honorary offices of the Company (and remove any such honorary officer) on such terms as they shall think fit. An honorary officer shall have the right to attend and speak (but not vote) at any Members' meeting of the Company and to be given notice of the Members' meetings as if a Member, and shall also have the right to receive accounts of the Company when available to Members.

ANNUAL GENERAL MEETINGS

16. The Company may hold an Annual General Meeting in any year, and shall specify the meeting as such in the notices calling it.
17. Members must annually:
 - (1) receive the accounts of the Company for the previous financial year;
 - (2) receive a written report on the Company's activities;
 - (3) be informed of the retirement of those Trustees who wish to retire; and
 - (4) appoint reporting accountants or auditors for the Company.

MEMBERS' MEETINGS

18. The Council may call a Members' meeting and, on the requisition of Members in accordance with the provisions of the Act, shall convene a Members' meeting within twenty-one days from the date of the deposit of the requisition, for a date not later than twenty-eight days after the date of the notice.

NOTICE OF MEMBERS' MEETINGS

19. An Annual General Meeting and a Members' meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice. All other Members' meetings shall be called by at least fourteen days' notice but a Members' meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an Annual General Meeting, by all the Members; and
 - (2) in the case of any other meeting, by a majority in number of Members, being a majority together holding not less than 95% of the total voting rights at that meeting of all the Members.
20. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all Members, Patrons and other honorary officers for the time being, and the auditors. The meeting may be held in person or by suitable electronic means where all participants may hear and speak to all other

participants and vote on resolutions. The notice shall specify any arrangements for joining the Members' meeting by Electronic Means.

PROCEEDINGS AT MEMBERS' MEETINGS

21. No business shall be transacted at any Members' meeting unless a quorum is present. Four Members entitled to vote upon the business to be transacted, or one tenth of the total number of Members for the time being, whichever is the greater, shall constitute a quorum.
22. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Council may determine.
23. The Chairman or, in his/her absence, the Deputy Chairman shall preside as chairman of the meeting. If both of the Chairman and the Deputy Chairman are absent and/or unable and/or unwilling to preside at the meeting, then the Trustees present shall choose one of the Trustees present to preside as chairman of the Meeting. If no Trustee is present or if all of the Trustees present are unable or unwilling to preside at the meeting, then the Members present shall choose one of their number to preside as chairman of the meeting.
24. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, provided that no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
25. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded. Subject to the provisions of the Act, a poll may be duly demanded by:
 - (1) the chairman of the meeting; or
 - (2) at least five Members who are entitled to vote and are present at the meeting in person or by proxy.
26. Unless a poll is duly demanded, a declaration by the chairman of the meeting of the result of any vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the result. There shall be no need for proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
28. A poll shall be taken as the chairman of the meeting directs and he/she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
29. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration

of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall have a second or casting vote.
31. Subject to the provisions of the Act, a resolution in writing signed by 75% of the Members (in the case of a special resolution) or 50% of the Members (in the case of an ordinary resolution) shall be as valid and effective as if the same had been passed at a meeting of the Company convened and held.
- 31A. The Board may make any arrangements it decides fit to allow those entitled to do so to attend and participate in any Members' meeting by Electronic Means where all participants may hear and speak to all other participants and vote on resolutions. Members present in person or by proxy by Electronic Means will be counted in the quorum for, and entitled to participate in, a Members' meeting.

Where Members can participate in a Members' meeting by Electronic Means, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.

Any Members' meeting which Members may attend by Electronic Means will be duly constituted and its proceedings valid if the chair of the meeting is satisfied that facilities are available throughout the meeting to enable all Members attending the meeting by whatever means to:

- (1) participate in the business for which the meeting has been called;
- (2) hear all the people who speak at the meeting; and
- (3) be heard by all other people attending and participating in the meeting.

A Members' meeting where all participants attend by Electronic Means is valid and, unless the chair of the meeting determines otherwise, the meeting will be treated as taking place where the chair of the meeting is at the time of the meeting.

VOTES OF MEMBERS

32. Every Member shall have one vote.
33. No Member shall be entitled to vote on any matter in which he/she is personally interested, and a Member shall only be entitled to participate in a debate on such a matter with the permission of the majority of the persons present and voting.
34. Any Member entitled to attend and vote at any meeting of the Company shall be entitled to appoint another person (whether a Member or not) as his/her proxy to attend and vote (by a show of hands or poll) in his/her place.
35. The instrument appointing a proxy shall be in writing, signed by the Member making the appointment and shall be in such form and deposited in such manner as the Council may determine in accordance with the Act.
36. No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

THE COUNCIL

37. The Trustees shall sign a declaration of willingness to act as a charity trustee of the Company (in such form as the Council shall specify).
38. The Council shall consist of not less than eight and not more than twenty Trustees, each of whom shall be a Member.
39. The Trustees shall ensure that there is a reasonable balance of scientists and non-scientists on the Council. The definition of 'scientist' and what constitutes a 'reasonable balance' shall be determined by the Council, in its absolute discretion.

POWERS OF THE COUNCIL

40. The Trustees as charity trustees have control of the Company and its property and funds and may regulate their proceedings as they think fit.
41. The Council may exercise all the powers of the Company and do or procure to be done on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these Articles, required to be exercised by the Company in a Members' meeting.
42. No alteration to these Articles shall invalidate any prior act of the Council which would otherwise have been valid.
43. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
44. The Council shall have power to make such regulations as it sees fit for the proper conduct and management of the Company including in relation to:
 - (1) the conditions of Membership and the rights and privileges of Members;
 - (2) the duties of any officers or employees of the Company;
 - (3) the conduct of the business of the Company by the Council or any Committees; and
 - (4) the delegation of such of its duties to employees of the Company as the Council thinks fit;

provided that the same shall not be inconsistent with these Articles.

45. The Council or the Members in a Members' meeting shall have power to repeal, alter or add to any regulations made by the Council and the Council shall adopt such means as it thinks sufficient to bring to the notice of Members all such regulations that shall be binding on Members.

APPOINTMENT AND RETIREMENT OF TRUSTEES

46. Those Trustees in office at the date of the amendment of these Articles shall remain in office for the remainder of the term for which they were originally appointed.
47. No Trustee shall be appointed or re-appointed:
 - (1) unless he/she is over eighteen years old (but, for the avoidance of doubt, there shall be no maximum age);
 - (2) if he/she would be disqualified from acting under the provisions of Article 52;

- (3) unless either he/she is recommended by the Council or a Member; or
 - (4) if his/her appointment would affect the reasonable balance of scientists and non-scientists referred to in Article 39.
48. In relation to the appointment of the Trustees who are scientists, the Council may consult with such bodies as it considers appropriate before making recommendations to the Members concerning their possible appointment as Trustees.
49. Subject to Article 47, Trustees are appointed by the Council. At the first Annual General Meeting following a Trustee's appointment by the Council, a resolution shall be proposed to ratify the Trustee's appointment. If the resolution is not passed by a simple majority of the Members voting at a quorate meeting, the Trustee's term of office shall end immediately.
50. Trustees serve for a term of up to three years. A retiring Trustee may be reappointed in accordance with Article 49, but no Trustee shall serve for more than six years consecutively unless the Council decides that it is in the best interests of the Company.
51. The notice for the Annual General Meeting shall contain details about any Trustee who has been appointed since the last Annual General Meeting and whose appointment is to be proposed to be ratified by the Members at the meeting.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

52. A Trustee shall cease to hold office if he/she:
- (1) ceases to be a Member;
 - (2) is disqualified under the Charities Act from acting as a charity trustee;
 - (3) is incapable, whether mentally or physically, of managing his/her affairs;
 - (4) resigns his/her office by written notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - (5) is absent without the permission of the Council from all their meetings held within a period of one year;
 - (6) is removed by a resolution passed by at least 75% of the Trustees present and voting at a meeting of the Council at which the matter is considered, provided that:
 - (a) the Trustees shall be given not less than twenty-one days' notice of such meeting;
 - (b) not later than the date of the notice of the meeting, the Trustee concerned shall be informed of the reasons for his/her proposed removal and shall either (i) be given not less than fourteen days to make a written submission to the Council or (ii) be invited to attend the meeting to give his/her views on the matter; and
 - (c) the Trustees shall, before passing any resolution, have considered the views of the Trustee concerned;
 - (7) is removed by the Members pursuant to the provisions of the Act.
 - (8) is the subject of a resolution which is not approved by the Members in accordance with Article 49.

CHAIRMAN AND DEPUTY CHAIRMAN

53. The Council shall elect a Chairman from amongst their number for a term of three years. Unless the Council decides that it is in the best interests of the Company, no Chairman shall be elected for more than two terms of office. The Council may remove a Trustee from the office of Chairman.
54. The Council may elect (and remove) a Deputy Chairman.

PROCEEDINGS OF THE COUNCIL

55. A minimum of two Trustees may, and the Secretary, at the request of two Trustees, shall, call a meeting of the Council.
56. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
57. The quorum for a Council meeting may be fixed by the Council but, in any event, shall not be less than five.
58. The Council may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the Trustees may act only for the purpose of filling vacancies or of calling a Members' meeting.
59. Unless he/she is unwilling or is not present within five minutes after the time appointed for the meeting, the Chairman shall preside at every meeting of the Council at which he/she is present. Otherwise, the Deputy Chairman shall preside. If the Deputy Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
60. The Council may invite persons who are not Trustees to attend any of its meetings for the purpose of providing advice or information on any subject.
61. All acts done by a meeting of the Council shall be valid, notwithstanding any subsequent discovery that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, had vacated office, or were not entitled to vote.
62. A resolution in writing, signed by 75% of the Trustees, shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held.
63. A meeting of the Council may be held either in person or by suitable Electronic Means agreed by the Trustees in which all participants may hear and speak to all the other participants.

OFFICERS

64. Subject to the provisions of the Act and to Articles 70 to 77, the Council may appoint (and dismiss):
 - (1) a Secretary and an assistant or deputy Secretary;
 - (2) a Treasurer (who shall be a Trustee) and, if considered appropriate, one or more deputy Treasurers; and
 - (3) one or more of their number to an unremunerated executive office in the Company,upon such terms as the Council may determine.

COMMITTEES

65. The Council may delegate any of its powers or the implementation of any of its resolutions to any Committee.

PROCEDURES FOR COMMITTEES

66. The Council may establish a committee or committees of the Council comprising such persons as they shall think fit, provided that each such committee must include at least two Trustees.
67. The proceedings and powers of Committees, including the powers as to the quorum, at meetings established by the Council shall be governed by such rules as the Council may from time to time prescribe.
68. No meeting of any Committee shall be quorate unless at least one Trustee is (and in the case of the Finance Committee, two Trustees are) present and no resolution of any Committee shall be passed unless the Trustee present or, if more than one are present, the majority of the Trustees present vote in favour of the resolution.
69. All proceedings of Committees must be reported promptly to the Council.

BENEFITS AND CONFLICTS

70. The property and funds of the Company must be used only for promoting the Objects and do not belong to the Members but:
- (1) Members and Connected Persons may be paid interest at a reasonable rate on money lent to the Company;
 - (2) Members and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Company;
 - (3) Members and Connected Persons may receive charitable benefits on the same terms as any other person;
 - (4) Members and officers who are not Trustees may be paid reasonable and proper remuneration for any services rendered to the Company; and
 - (5) Members who are Trustees may receive funding pursuant to Article 73.
71. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:
- (1) as mentioned in Article 70, 72 or 73;
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company;
 - (3) the benefit of indemnity insurance as permitted by the Charities Act;
 - (4) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings); and
 - (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval of the Members).

72. No Trustee or Connected Person may be employed by the Company except in accordance with Article 71(5), but any Trustee or Connected Person may enter into a written contract with the Company to supply goods or services (for the avoidance of doubt the supply of services for the purposes of this Article does not include scientific research undertaken pursuant to Article 73) in return for a payment or other material benefit, but only if:
- (1) the goods or services are actually required by the Company, and the Trustees decide that it is in the best interests of the Company to enter into such a contract;
 - (2) the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 74; and
 - (3) fewer than half of the Trustees are subject to such a contract in any financial year.
73. At any given time and where the Council determines that it is in the best interests of the Company, up to five Trustees or fifty per-cent of the Council, whichever shall be lower, may be in receipt of grant funding from the Company for scientific research provided that in each case, such grant funding shall have been awarded in accordance with the Company's procedures as approved from time to time. The definition of 'scientific research' shall be determined by the Council, in its absolute discretion.
74. Subject to Article 75, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (1) declare the nature and extent of his/her interest before discussion begins on the matter;
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.
75. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Company to do so, may, by resolution passed in the absence of the Conflicted Trustee, authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (1) continue to participate in discussions leading to the making of a decision and/or to vote;
 - (2) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Company; or
 - (3) refrain from taking any step required to remove the conflict.
76. The Company shall keep a register of Trustees' interests and each Trustee shall complete a declaration of his/her interests on an annual basis at the request of the Company.
77. This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

THE SEAL

78. The seal shall only be used on the authority of the Council. 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 or by a second Trustee.

RECORDS AND ACCOUNTS

79. The Council must comply with the requirements of the Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law, including:
- (1) annual returns;
 - (2) annual reports; and
 - (3) annual statements of account.
80. The Council must also keep records of:
- (1) all proceedings at meetings of the Council;
 - (2) all resolutions in writing;
 - (3) all reports of Committees; and
 - (4) all professional advice obtained.
81. Accounting records relating to the Company must be made available for inspection by any Trustee at any time during normal office hours.
82. A copy of the Company's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Company's reasonable costs.

NOTICES

83. Notices and other documents to be served on Members or Trustees under these Articles or the Companies Act may be served:
- (1) by hand;
 - (2) by post; or
 - (3) by suitable Electronic Means.
84. The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.
85. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (1) 24 hours after being sent by Electronic Means or delivered by hand to the relevant address;
 - (2) two clear days after being sent by first class post to that address;
 - (3) three clear days after being sent by second class or overseas post to that address;

- (4) immediately on being handed to the recipient personally; or, in each case if earlier,
 - (5) as soon as the recipient acknowledges actual receipt.
- 86. A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

LIMITED LIABILITY

- 87. The liability of the Members is limited.

GUARANTEE

- 88. Every Member promises, if the Company is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards:
 - (1) payment of those debts and liabilities of the Company incurred before he/she ceased to be a Member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) the adjustment of rights of contributors among themselves.

DISSOLUTION

- 89. If the Company is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:
 - (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the objects;
 - (2) directly for the objects or for charitable purposes which are within or similar to the objects; or
 - (3) in such other manner as the Commission approves in writing in advance.
- 90. A final report and statement of account must be sent to the Commission.
- 91. Articles 89 and 90 may be amended by special resolution but only with the prior written consent of the Commission.

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