

# Note for members on proposed changes to the charity's Articles of Association

## Introduction

The trustees wish to propose further changes to the charity's constitution (its Articles of Association) which are largely of a technical nature and are required due to recent changes in company and charity law.

You will have an opportunity to vote on whether these amendments should be made at the charity's Annual General Meeting.

This note sets out the main changes that are proposed, which have been discussed with the Charity Commission.

A copy of how the charity's Articles of Association will look if the proposed changes are approved (and a copy which highlights all of the changes as compared with the charity's existing Articles) can be found on our website at [www.macmillan.org.uk/Documents/AboutUs/WhoWeAre/Articles2010](http://www.macmillan.org.uk/Documents/AboutUs/WhoWeAre/Articles2010). These documents are also available on request by writing to the Company Secretary, Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ.

## Articles of Association

The charity's Articles of Association describe the charitable objects of the charity and how the charity's assets can be used, and set out arrangements for the governance of the charity.

Due to a change in the law on 1 October 2009, what was previously known as the Memorandum of Association is now deemed automatically to form part of the Articles. The provisions which appeared in the charity's Memorandum have been moved so that they appear with the Articles and the Articles have been renumbered accordingly.

Some minor consequential amendments have been made by adding new headings for ease of reference, adjusting definitions and removing some Articles which are no longer necessary.

## Conflicts of interest

The provisions which relate to conflicts of interest and trustees have been updated following a recent change in the law.

The charity must maintain the highest standards of good governance in relation to conflicts of interests. Even the appearance of a conflict of interest could damage the charity's reputation.

There are provisions in the charity's Articles which set out how conflicts of interest should be dealt with. However, circumstances may arise where conflicts of interest are unavoidable – for example if a trustee is a trustee of another charity which works in a similar area to the charity and so has a potential conflict of loyalty.

Provisions have been added which would enable the trustees to authorise such a conflict of loyalty, provided that they consider it to be in the best interests of the charity to do so and certain other requirements are met, including that the a conflicted trustee must not receive a material benefit from the charity. The provisions also bring persons connected to trustees within the scope of the charity's conflicts of interest procedures, which accords with best practice.

These amendments required specific Charity Commission approval, which has been obtained.

## Membership

Changes have been made to help ensure certainty as to who the members of the charity are at any particular time and that Council members and trustees are also all members.

The circumstances in which a person shall cease to be a member of the charity have been expanded to include: where notice is sent to a member, but the member is no longer known at the latest postal address the member has provided to the charity; and, being an employee of the charity, the person ceases to be an employee (unless they request that they wish to remain a member). These changes will ease the administration of the charity's membership.

Provisions have been included which state that Council members and trustees must also be members of the charity and will cease automatically to be a member when his or her term as a Council member or as a trustee ends.

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