

Registered Company No 2400969
Registered Charity No 261017

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

MACMILLAN CANCER SUPPORT

Incorporated on 30 June 1989

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THE COMPANIES ACT
A COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

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MACMILLAN CANCER SUPPORT

(as adopted by Special Resolution on 23 July 2013)

INTERPRETATION

1. In these Articles:

“**The Act**” means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Charity.

“**The Articles**” means these articles of association.

“**charitable**” means exclusively charitable in accordance with the law of England and Wales provided that it will not include any purpose that is not charitable in accordance with any statutory provision regarding the meaning of the word ‘charitable’ or the words ‘charitable purposes’ in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing these Memorandum and Articles is the law of England and Wales.

“**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 stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity.

“**Connected Person**” means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustees’ family or household or a person or body who is a business associate of the Trustee, 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 one per cent of the voting rights.

"The Council" means the General Council for the time being of the Charity.

"Electronic Communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of an electronic communications network or by other means but while in an electronic form.

"Financial Expert" means an individual, company or firm who is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000.

"A Volunteer Fundraising Group" means a group or committee established either to raise money for the general purposes of the Charity or to promote awareness of the Charity or to support the work of the Charity or a Special Appeals Committee established to raise money for a specific object of the Charity.

"A General Meeting" means a meeting of the Members.

"Honorary Officers" means the Patron, President, Deputy President, Vice Presidents, Emeritus Presidents, Treasurer, Chairman and Deputy Chairman of the Charity.

"A Member" means any person who is a member of the Charity at the date of the adoption of these articles and any person who is appointed as a Member in accordance with these Articles.

"the Memorandum" means the Charity's memorandum of association.

"Registered Office" means the registered office of the Charity for the time being.

"The Seal" means the Common Seal of the Charity.

"Secretary" means any person appointed to perform the duties of the secretary of the Charity for the time being.

"Trustee" means a trustee of the Charity and **"Trustees"** means all of the Trustees or a duly convened meeting of the Trustees. For the avoidance of doubt, the Trustees are the directors (for the purposes of the Act) and the charity trustees of the Charity.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing in all its processes, photography and other modes of representing or reproducing words in a visible form.

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number only shall include the plural number, and vice versa.

Any reference to “**person**” or “**persons**” includes natural persons, firms, partnerships, companies, corporations, associations, organisations, foundations and trusts (in each case whether or not having separate legal personality).

References to an Act of Parliament are references to such Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Unless the context otherwise requires, words or expressions in these Articles shall bear the same meaning as in the Act.

OBJECTS

2. The objects for which the Charity is established (“**the Objects**”) are:
- (a) to provide support, assistance and information directly or indirectly to people affected by cancer;
 - (b) to further and build cancer awareness, education and research;
 - (c) to promote and influence effective care, involvement and support for people affected by cancer.

In these Articles, ‘people affected by cancer’ includes individuals who have a suspected or confirmed cancer diagnosis, their carers, families, friends, work colleagues, and anyone else directly or indirectly affected by cancer.

POWERS

3. In furtherance of the Objects but not further or otherwise the Charity shall have the following powers:
- (a) to develop, deliver and promote services that provide support, assistance, information, treatment and care for people affected by cancer;
 - (b) to support, financially or otherwise, health and social care workers, educators and others engaged in the prevention of cancer and the provision of treatment, support, information and care to people affected by cancer;
 - (c) to establish, endow or make grants to organisations that provide or promote health and social care services, buildings, information, research and education for the benefit of people affected by cancer;
 - (d) to develop and promote services and public policy that improve palliative and end-of-life care, information and support for people affected by cancer;

- (e) to advise, influence and campaign for changes and improvements in public policy and services for the benefit of people affected by cancer;
- (f) to represent the views of people affected by cancer, promote their involvement in the planning, delivery and evaluation of services, and support them in using their voice to help themselves and one another to create better cancer services;
- (g) to conduct, sponsor and publish, whether directly or indirectly, research into the needs of people affected by cancer, models of care and support, and any other aspects of the Objects and the work of the Charity provided that such investigations shall not in any way involve research into the causes of cancer;
- (h) to provide and promote learning, development and networking opportunities for Macmillan professionals, volunteers and others and to establish facilities for teaching and scholarship;
- (i) to produce books, periodicals, newspapers, leaflets, websites and other printed, audio, visual or electronic materials;
- (j) to promote awareness and provide information and support about cancer to the general public in whatever forms the Charity may think desirable;
- (k) to supply and to facilitate the supply of equipment and services and make financial grants to people affected by cancer;
- (l) to subscribe to any charities, to make any charitable donation either in cash or assets and to establish, support or manage, alone or jointly with any other persons or organisations, any other charities;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (n) to raise funds (but not by means of 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 Charity from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
- (o) to act as trustee of any charitable trusts established solely or principally for or having objects wholly or partly similar to purposes associated with the Objects;
- (p) to delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the investment policy is set down in writing for the Financial Expert by the Trustees;

- (ii) the performance of the investments is reviewed regularly with the Trustees;
- (iii) the Trustees are entitled to cancel the delegation arrangement at any time;
- (iv) the investment policy and the delegation arrangement are reviewed by the Trustees at least once a year;
- (v) 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 on receipt; and
- (vi) the Financial Expert does not do anything outside the powers of the Trustees;
- (q) to arrange for investments or other property of the Charity to be held in the name of a nominee under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- (r) to delegate to any person as may be thought qualified for that purpose the management of any land held by the Charity beneficially or in the capacity of trustee provided that such person shall give a full and prompt account of such activities concerning its land to the Trustees.
- (s) to maintain a register of Members;
- (t) to take out insurance and to pay out of the Charity's funds, premiums on insurance policies to cover the liability of the Charity's staff, volunteers, Honorary Officers or Trustees which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity;
- (u) 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 Charity (other than any person engaged by the Charity as auditor) to the extent permitted by the Act;
- (v) to make reasonable and proper arrangements for superannuation provision for existing and former employees of the Charity and their families and dependants and to act as trustee of a pension scheme for employees of the Charity;
- (w) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any of the property of the Charity (subject to such consent as may be required by law from time to time);

- (x) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of the Objects, and to construct, maintain and alter any buildings necessary or convenient for the work of the Charity;
- (y) 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 4, to remunerate any person, firm or company rendering services to the Charity and provide and contribute to pension and other death-in-service or other benefits for employees and former employees of the Charity and their widows, children or other dependants;
- (z) to act as executor, administrator or trustee of any estate in which the Charity is beneficially interested or the funds of which may be applicable for the purposes which directly or indirectly further any of the aims or purposes of the Charity and to apply (whether through a nominee or nominees or not) for any Grant of Representation necessary for the purpose;
- (aa) to hold, administer, realise, invest, dispose of and deal with the monies and property both real and personal and carry on, manage, sell, realise, dispose of and deal with any business comprised or included in any estate of which the Charity is executor, administrator or trustee;
- (bb) to do all such other things as are necessary for, conducive to or incidental to the furtherance of the Objects or any of them; and
- (cc) to do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, either alone or in conjunction with or through the medium of others.

BENEFITS AND CONFLICTS

4. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred, directly or indirectly, by way of dividend, bonus or in any other way that amounts to a distribution of profits or surplus, to Members or Trustees. This does not prevent the provision of goods or services to a Member or Trustee who is a beneficiary of the Charity in that capacity or the payment:
 - (a) of interest on money lent by any Member, Trustee, Connected Person, member of the Council of the Charity or by any Honorary Officer at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed from time to time for the time being by Lloyds TSB Bank plc, or 3 per cent whichever is the greater;
 - (b) of reasonable and proper rent for premises demised or let by any Member, Trustee, Connected Person, member of the Council or by any Honorary Officer;

- (c) of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee, Connected Person, member of the Council or an Honorary Officer may be a member holding not more than one per cent of the capital of the company;
 - (d) of out-of pocket expenses to any Trustee or member of the Council or to any Honorary Officer;
 - (e) of charitable grants or other assistance to a Member, Trustee or Connected Person where it is to be applied for charitable purposes;
 - (f) of any sum (or the transfer of any asset) to a Member in accordance with article 11 where it is to be applied for charitable purposes;
 - (g) of reasonable and proper premiums in respect of indemnity insurance;
 - (h) of reasonable and proper remuneration to Trustees in accordance with articles 5 and 6 below.
5. Any Trustee (or any firm or company of which a Trustee is a member, partner or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
- (a) the goods or services are actually required by the Charity;
 - (b) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and if the procedure in article 6 is followed;
 - (c) no more than one half of the Trustees are subject to such a contract in any financial year.
6. Subject to article 7, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (a) declare an interest as or before discussion begins on the matter;
 - (a) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (b) not be counted in the quorum for that part of the meeting; and
 - (c) withdraw during the vote and have no vote on the matter.
7. 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 Charity 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:

- (a) continue to participate in discussions leading to the making of a decision and/or to vote; and/or
 - (b) disclose to a third party information confidential to the Charity; and/or
 - (c) 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 Charity; and/or
 - (d) refrain from taking any step required to remove a conflict.
8. Articles 4, 5, 6 and 7 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 Charity Commission.

LIMITED LIABILITY

9. The liability of the Members is limited.

GUARANTEE

10. Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity 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, such amount as may be required not exceeding one pound (£1).

DISSOLUTION

11. If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- (a) by transfer to one or more other organisations established for exclusively charitable purposes within, the same as or similar to the Objects whether or not such organisations are Members of the Charity;
 - (b) directly for the Objects or charitable purposes within, the same as or similar to the Objects or any of them; or
 - (c) in such a manner consistent with charitable status as the Charity Commission shall approve in writing in advance.

MEMBERSHIP

12. Membership of the Charity shall be open to any person of 17 years or over who is interested in furthering the work of the Charity and who is:
- (a) a member of a national or local committee of the Charity;

- (b) an employee of the Charity;
 - (c) a Macmillan professional;
 - (d) a helper or volunteer of the Charity who has been a helper or volunteer for at least 12 months and is able to provide a certificate from an officer of the Charity stating that fact;
 - (e) a person who in the opinion of the Trustees is deserving of membership of the Charity; or
 - (f) any body whether incorporated or unincorporated which is interested in furthering the work of the Charity.
13. Subject to articles 42 and 49, applications for membership of the Charity shall be in the form specified by the Trustees from time to time.
14. Applications for membership shall be considered by the Trustees or by such person or persons as shall be appointed by the Trustees for that purpose from time to time.
15. A person shall cease to be a Member:
- (a) by resignation effected by notice in writing to the Charity;
 - (b) if he shall not send a reply within three months after a notice has been sent to him by the Charity or the Secretary asking him if he is desirous of resigning;
 - (c) if any notice sent to a Member at his postal address (as listed in the Register of Members, provided this is the latest postal address the Member has provided to the Charity) in accordance with the requirements of these Articles is returned to the Charity because the Member is no longer known at that address;
 - (d) if, being an employee of the Charity, the person ceases to be an employee (unless they request in the form specified by the Trustees from time to time that they wish to continue as a Member);
 - (e) on death or, in the case of a corporate Member, on dissolution; or
 - (f) if he is removed from membership by resolution of the Trustees on the ground that in the Trustees' reasonable opinion the Member's continued membership is harmful to the Charity (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice).

LIFE MEMBERSHIP

16. Life Members of the Charity as at the date of the adoption of these Articles shall remain Life Members of the Charity notwithstanding the provisions of these Articles.
17. Life membership shall be subject to election by the Trustees, and to completion of a membership application form and is open to:
 - (a) any person of 17 years or over who has paid a life membership subscription fee; or
 - (b) any person of 17 years or over who, in the opinion of the Trustees, is deserving of life membership of the Charity.

VOLUNTEER FUNDRAISING GROUPS

18. The Trustees may from time to time establish Volunteer Fundraising Groups, which may include a chairman, secretary and treasurer and such other members as the Trustees may from time to time determine. The Trustees shall have power to prescribe regulations for meetings and other activities of such committees.

GENERAL MEETINGS

19. The Charity shall in each year hold an Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such on notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and the next. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint.
20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
21. The Trustees may call an Extraordinary General Meeting whenever it thinks fit. Extraordinary General Meetings shall be convened on such requisition or in default may be convened by requisition of 500 Members.
22. All General Meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting, and in the case of special business, the general nature of such business and shall be given in manner herein mentioned to such Members and other persons as are under these Articles or under the Act entitled to receive such notice and notice shall also be posted up in the Registered Office. But the accidental omission to give notice of a Meeting or a voting paper (or list) which should accompany it to, or the non-receipt of such notice or voting paper (or list) by, any person entitled to receive the same or the accidental omission to post up a notice in the Registered Office shall not invalidate any resolution passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts, and the reports of the Trustees and of the Auditors, the election of Trustees in the place of those retiring by rotation and to fill any other vacancies on the Trustees and the fixing of the remuneration of the Auditors. The Minutes of the previous Annual General Meeting and all intervening General Meetings shall be read or, if agreed by show of hands by the majority of Members present, taken as read.
24. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members present in person shall be a quorum unless the meeting is one called on a requisition of Members in which case the quorum shall be thirty Members present in person.
25. If within half an hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the 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 place as the Trustees shall appoint, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the Members present shall be a quorum.
26. The Chairman of the Charity or in his absence the Deputy Chairman shall preside at every General Meeting as chairman of that meeting and if no such person is present within 15 minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose one of their number to preside as chairman of that meeting.
27. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a General Meeting is adjourned for more than thirty days, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
28. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands, a poll be demanded in writing by the chairman or by at least five Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the

Charity shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

29. Subject to the next following Article, if a poll be demanded, it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded, but no such resolution shall take effect prior to the date upon which the poll was actually held.
30. No poll shall be demanded on the election of a chairman of a meeting or any question of adjournment.
31. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
32. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

33. Every Member present in person shall have one vote.
34. Members voting on a show of hands shall be required to produce such evidence of their eligibility to vote as the Trustees shall reasonably require.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not allowed at such meeting shall be disallowed for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
36. A resolution may be put to a postal ballot if required at the relevant General Meeting:
 - (a) by the Trustees; or
 - (b) by the chairman of the General Meeting; or
 - (c) by the majority of the Members present.

The Members entitled to vote shall have posted to them ballot papers on which shall be stated the proposed resolution, a time within which votes must be cast and an address to which the ballot papers must be returned. The results of the vote shall be published in the 'Macmillan News' or such other national publication as may be decided upon by the Trustees.

37. Subject to the provisions of the Act, a written resolution signed by such proportion of those entitled to attend and vote at a general meeting at the date of

circulation of the resolution as may be required by the Act, is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature). A written resolution will lapse if it is not passed within two months of the date on which it is circulated.

PROXIES

38. A Member may appoint a proxy to attend General Meetings in his place and to vote whether by poll or show of hands. The instrument appointing a proxy must be in a form, and delivered in the manner specified by the Trustees from time to time. A proxy need not be a Member.

HONORARY OFFICERS

39. The Trustees shall have power to elect as Honorary Officers suitable persons who have made or are likely to make a significant contribution to the work of the Charity or in recognition of their status in the community. Honorary Officers shall hold office until such time as shall be decided by the Trustees.

The Honorary Officers shall have the following rights:

- (a) The Patron shall be entitled to receive notice of and to attend General Meetings of the Charity but shall not be entitled to vote thereat.
- (b) The President shall be entitled to receive notice of and to attend General Meetings of the Charity, and shall be entitled to vote thereat. The President shall also be entitled to receive notice of and to attend meetings of the Council and the Trustees and may be co-opted to any of their sub-committees but shall not be entitled to vote thereat.
- (c) The Deputy President shall be entitled to receive notice of and to attend General Meetings of the Charity and shall be entitled to vote thereat. The Deputy President shall also be entitled to receive notice of and to attend meetings of the Council and the Trustees and may be co-opted to any of the sub-committees but shall not be entitled to vote thereat.
- (d) Emeritus Presidents shall be entitled to receive notice of and to attend General Meetings of the Charity but shall not be entitled to vote thereat.
- (e) Vice Presidents shall be entitled to receive notice of and to attend General Meetings of the Charity but shall not be entitled to vote thereat.
- (f) The Chairman shall be entitled to receive notice of and to attend and vote at General Meetings of the Charity and to chair the same in the absence of the President. The Chairman shall be an *ex officio* member of the Council and shall be entitled to receive notice of and to attend and vote at Council meetings and to chair the same. The Chairman, as a Trustee, shall be entitled to receive notice of and to attend meetings of the Trustees and to vote thereat.

- (g) The Deputy Chairman shall be entitled to receive notice of and to attend and vote at General Meetings of the Charity and to chair the same in the absence of the President and the Chairman. The Deputy Chairman shall be an *ex officio* member of the Council and shall be entitled to receive notice of and to attend and vote at Council meetings and to chair the same in the absence of the Chairman. The Deputy Chairman, as a Trustee, shall be entitled to receive notice of and to attend meetings of the Trustees and to vote thereat.
- (h) The Treasurer shall be entitled to receive notice of and to attend and vote at General Meetings of the Charity and shall be an *ex officio* member of the Council and shall be entitled to receive notice of and to attend and vote at Council meetings. The Treasurer, as a Trustee, shall be entitled to receive notice of and to attend meetings of the Trustee and to vote thereat.

THE COUNCIL - GENERAL PROVISIONS

- 40. The Council shall meet at such times as may be determined by the Trustees and shall adopt such rules and procedures as may from time to time be decided by the Trustees.
- 41. The Council shall consist of a maximum of one hundred members, each of whom shall, save in the case of *ex officio* members of the Council, be appointed by the Trustees for a period of three years or for such shorter period as the Trustees may decide.
- 42. A member of the Council must also be a Member. Any person whom the Trustees appoint as a member of the Council, but is not already a Member, must meet the requirements for Membership and will become a Member automatically on appointment as a member of the Council. Such a person will cease to be a Member automatically when his or her term as a member of the Council ends unless they request in the form specified by the Trustees from time to time that they wish to continue as a member.

THE COUNCIL - FUNCTIONS

- 43. The functions of the Council and its members shall be to provide to the Trustees advice and information about all aspects of the policy and work of the Charity, and in particular the views and opinions of Members.

TRUSTEES

- 44. There shall be a maximum of 20 Trustees unless otherwise determined by the Trustees.
- 45. Each Trustee at the time of the adoption of these Articles shall continue to be a Trustee for the remainder of his term of office. Trustees shall be elected by the Members.
- 46. No person shall be appointed as a Trustee at an Annual General Meeting unless:-

- (a) he or she is nominated by:
 - (i) the Trustees; or
 - (ii) 100 or more Members; and
 - (b) details of the nomination are set out in the notice of the Annual General Meeting at which it is proposed that the Members should appoint the person as a Trustee.
47. The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with these Articles. Such person shall hold office only until the next following Annual General Meeting.
48. The Trustees may from time to time determine provisions for the election of Trustees and the election of their own officers.
49. A Trustee must also be a Member. Any person whom the Members elect as a Trustee in accordance with article 45, or is appointed as a Trustee by the Trustees pursuant to article 47, but is not already a Member, must meet the requirements for Membership and will become a Member automatically on appointment as a Trustee. A Trustee will cease to be a Member automatically when his or her term as a Trustee ends unless they request in the form specified by the Trustees from time to time that they wish to continue as a member.

DISQUALIFICATION OF TRUSTEES

50. The office of a Trustee shall be vacated if such Trustee:
- (a) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1983 of exercising his functions as a Trustee;
 - (b) resigns by written notice to the Trustees;
 - (c) is removed from office by the Members pursuant to the Act;
 - (d) is absent without permission from more than three consecutive meetings of the Trustees;
 - (e) is removed from office by the resolution of the other Trustees then in office;
 - (f) becomes prohibited by law from being a charity trustee or a company director;
 - (g) becomes bankrupt or makes any arrangement or composition with his creditors generally;

- (h) has, at any time, been convicted of any criminal offence, excluding any offence for which the maximum sentence is a fine or a lesser sentence and any offence that has been spent under the Rehabilitation of Offenders Act 1974; or
- (i) ceases to be a Member for whatever reason.

POWERS AND DUTIES OF THE TRUSTEES

- 51. The business of the Charity shall be managed by the Trustees, who may pay all expenses incurred in connection therewith, and may exercise all such powers of the Charity as are not by the Act or by these Articles required to be exercised by the Charity in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with such provisions, as may be provided by the Charity in General Meeting; but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.
- 52. All cheques, promissory notes, drafts, bills of exchange and negotiable instruments and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Trustees shall from time to time by resolution determine.
- 53. Trustees shall cause minutes to be made in the Charity's books:
 - (a) of all appointments of officers made by the Trustees;
 - (b) of the names of the Trustees present at meetings of the Trustees and of any committees of the Trustees;
 - (c) of all resolutions and proceedings at all meetings of the Trustees.

BORROWING

- 54. The Trustees may exercise all powers of the Charity to borrow money and to mortgage or charge its property or any part thereof and issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Charity.

PROCEEDINGS OF THE TRUSTEES

- 55. The Trustees shall meet, adjourn and otherwise regulate their meetings as they think fit.
- 56. Any Trustee may participate in a meeting of the Trustees by means of telephone, or some other oral form of communication whereby all persons participating in the meeting can hear one another and speak to one another and participation in a meeting in this manner shall constitute presence in person at such meeting

PROVIDED THAT the number of Trustees then present constitutes a quorum for the transaction of the business of the Trustees under these Articles.

57. Questions arising at any meetings shall be decided by a majority of votes.
58. It shall not be necessary to give notice of the meeting of the Trustees to any Trustee for the time being absent from the United Kingdom.
59. The quorum necessary for the transaction of the business of the Trustees shall be four or such other number as the Trustees shall by resolution determine.
60. The continuing Trustees may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for meetings of the Trustees, the continuing Trustees may act for the purpose of increasing the number of the Trustees to that number, or for summoning a General Meeting of the Charity, but for no other purpose.
61. If neither the Chairman nor the Deputy Chairman is present within 15 minutes after the time appointed for the meeting the Trustees present may choose one of their number to be chairman of the meeting.
62. All acts bona fide by any meeting of the Trustees or of any committee or by any person acting as a Trustee, shall, notwithstanding it to be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
63. A resolution in writing or in electronic form, agreed by the majority of the Trustees or members of any committee for the time being who are duly entitled to receive notice of the meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee respectively duly convened and constituted. Any such resolution may consist of several documents or electronic messages in the like form agreed each time by one or more Trustees or by one or more member of any such Committee.

COMMITTEES

64. The Trustees may delegate their powers and the functions of the Council and Volunteer Fundraising Groups to committees or sub-committees. Every such committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Trustees. The Trustees may co-opt on to committees persons who are not Members of the Charity, PROVIDED THAT the number of such other persons does not exceed a minority of the quorum for meetings of such committees. All acts and proceedings of such committees shall be reported as soon as possible to the Trustees.

65. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and entitled to vote, and in the case of an equality of votes the chairman shall have a second or casting vote.

COMMON SEAL

66. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Trustees authorised in that behalf and every instrument to which the Seal shall be affixed shall be signed by any two authorised signatories designated as such by resolution of the Trustees provided that such class of authorised signatories shall include all Trustees, the Chief Executive and the Secretary and further provided that any two Trustees shall be able to convene and hold a meeting by telephone for the purposes of approving the sealing of an instrument.

CHIEF EXECUTIVE

67. The Chief Executive of the Charity shall be appointed by the Trustees for such term and upon such conditions as they may think fit; and the Chief Executive so appointed may be removed by the Trustees.

SECRETARY

68. The Trustees may appoint a Secretary for such term, at such remuneration and upon such conditions as it may think fit; and the Secretary so appointed may be removed by the Trustees.
69. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary (or any assistant or deputy secretary) shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the Secretary (or such other assistant or deputy secretary).
70. The Secretary shall be secretary of the Trustees and Trustees' sub-committees, the Council and of General Meetings of the Charity.
71. The Trustees may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary in the absence of the Secretary or if there be no Secretary or no Secretary capable of acting, but no person having dealings with the Charity shall be concerned to enquire whether or not the Secretary is so absent or there is no Secretary or no Secretary capable of acting.

ACCOUNTS

72. The Trustees shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Charity and the matters in respect of which such receipt and expenditure take place;
 - (b) all sales and purchases of goods by the Charity; and
 - (c) the assets and liabilities of the Charity.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Charity and to explain its transactions in accordance with the Act.

73. The books of account shall be kept at the Registered Office or, subject to the Act, at such other place or places which the Trustees thinks fit, and shall always be open to the inspection of the members of the Council.

AUDIT

74. Once at least every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

75. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing or shall be given using Electronic Communication to an address for the time being notified for that purpose to the person giving the notice. Any notice if served by first class post to any address within the United Kingdom shall be deemed to have been delivered on the day (not being a Sunday or a Bank Holiday) first after the day of posting, or, if sent by second class post, second after the day of posting. In proving such service it shall be sufficient to prove that, in the case of a notice given in writing, the letter containing the notice was properly addressed, stamped and posted whether the same be actually delivered to the addressee or not or, in the case of a notice contained in an Electronic Communication, that the Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
76. Only those Members who are described in the Register of Members by an address within the United Kingdom, the Isle of Man or the Channel Islands, or who notify the Charity of an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him, shall be entitled to receive any notice from the Charity.

INDEMNITY

77. Every Trustee, agent and Secretary 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 under the Act in which relief is granted to him by the Court.

INDEMNITY INSURANCE

78. The Trustees shall have power to resolve to effect indemnity insurance notwithstanding their interest in such a policy.
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