



Company number: 00943501

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTION**

of *Min 1*

Tenovus Cancer Care (Company)

Circulation Date: **27<sup>th</sup> March** 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as special resolution (the **Resolution**).

**SPECIAL RESOLUTION**

1. THAT the draft regulations attached to this **Resolution** be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, persons entitled to vote on the above Resolution on the circulation date, hereby irrevocably agree to the Resolution:

Signed by

**MICHAEL BORRILL**

**ANNE-MARIE  
KOUKOURAVA**

**HUGH O'SULLIVAN**

**SIMON EVANS**

**DEBORAH FITZSIMMONS**

.....

**MELANIE GOWARD**

**PAULA KATHRENS**

JOHN LAZARUS

WYN MEARS

IESTYN MORRIS

ANNIE PROCTER

RICHARD SIMS

GERAINT WILLIAMS

*[Handwritten signatures]*

Date Resolution passed:

27/03/18

**COMPANY NOT HAVING A SHARE CAPITAL**  
**Articles of Association for a Charitable Company**  
**Articles of Association of Tenovus Cancer Care**

The name of the company is “Tenovus Cancer Care” (company number 943501), (the “Company”).

**1. Definitions and Interpretations**

In these Articles:-

- 1.1 “the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
- 1.2 “the Board” means the board of management of the Company comprised of the Directors;
- 1.3 “the Chairperson” means the chair of the Company as defined in Article 16.4;
- 1.4 “the Directors” means the directors of the Company from time to time. The directors are charity trustees as defined by section 177 of the Charities Act 2011 meaning they are the persons with general control and management of the administration of the Company;
- 1.5 “Member” means the subscribers to the Memorandum of Association and all other members from time to time;
- 1.6 “Objects” means the charitable objects of the Company as defined in Article 2;
- 1.7 “the seal” means the common seal of the Company;
- 1.8 “the Secretary” means any person appointed to perform the duties of the secretary of the Company;
- 1.9 “the United Kingdom” means Great Britain and Northern Ireland;
- 1.10 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.11 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Company;
- 1.12 The male gender shall include the female gender and vice versa.

**2. Objects**

- 2.1 The object for which the Company is established is to undertake or promote any charitable purpose and in particular to promote and assist in:-
  - 2.1.1 cancer research, prevention and patient care;
  - 2.1.2 the relief of the poor; and
  - 2.1.3 the relief of the ill and suffering and distress arising therefrom and to relieve others who are deserving of help in order to relieve a charitable need,(the “Objects”).

**3. Powers**

- 3.1 As ancillary to and in furtherance of its Objects but not otherwise, the Company shall have the following powers:
  - 3.1.1 to assist and co-operate with public bodies, universities, voluntary and charitable organisations and others in efforts to provide facilities for furthering the relief of poverty, illness and the suffering and distress arising therefrom or in pursuing any other objects which now are or hereafter may be deemed by law to be charitable;
  - 3.1.2 to support research into the prevention, cause and treatment of cancer and other diseases and to publish the useful results of such research. To support and encourage facilities and programmes for the control of cancer and other diseases;
  - 3.1.3 to establish and maintain a centre or centres where information, education, care and support is provided for people suffering with cancer, their families, their carers and others;

- 3.1.4 to acquire and disseminate up to date, accurate and reliable information about cancer, its treatment, prevention and causes, to people with cancer, their families, carers and others;
- 3.1.5 to promote and participate in the professional update and education of medical and nursing staff, professions supplementary to medicine, health visitors, social workers and others engaged in the support, care and treatment of cancer patients and their families;
- 3.1.6 to act as a consultative body for public bodies, universities, voluntary and charitable organisations and others on all aspects of cancer;
- 3.1.7 to sponsor and arrange lectures, seminars, conferences and study programmes on all aspects of cancer care, treatment, causes, support, education, information and research;
- 3.1.8 to produce and sponsor publications on cancer care, causes, support, education, information and research;
- 3.1.9 to establish and maintain contacts with the general public, directly or through the mass media in order to promote awareness about cancer care, treatment, causes, support, education, information and research;
- 3.1.10 to apply for and maintain membership of charitable national organisations whose objectives include aspects of cancer care, treatment, causes, support, education, information and research;
- 3.1.11 to support research into the prevention, causes, treatment and control of cancer and the psychological and psychosocial effects upon people affected by cancer, their families, carers and others and to publish and disseminate the findings of such research. To support and encourage facilities and programmes for the control of cancer;
- 3.1.12 to raise funds by all possible means provided that in raising funds the Company shall not undertake any permanent trading activity and shall conform to any relevant statutory regulations;
- 3.1.13 to enter into deeds of covenant;
- 3.1.14 to make social investments (as that term is defined in the Charities (Protection and Social Investment) Act 2016);
- 3.1.15 to undertake necessary and reasonable expenses and capital expenditure;
- 3.1.16 to have powers of investment, in order to allow moneys contributed to be as productive as possible;
- 3.1.17 to consider applications for grants and to make grants of regular income, capital sums, special grants, continuing grants, endowment and maintenance of local and inter-national fellowships, and any other ways or means of helping to control cancer and other diseases anywhere in the World;
- 3.1.18 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of the Objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- 3.1.19 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of the Objects;
- 3.1.20 to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to the Objects;
- 3.1.21 to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit provided that the Company shall not undertake any permanent trading activity and shall conform to any relevant statutory regulations;
- 3.1.22 to invest the moneys of the Company in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and

- such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 3.1.23 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way concerned with the purposes of the Company or calculated to further the Objects;
  - 3.1.24 to provide indemnity insurance to cover the liability of the Directors, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company or (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986; provided that any such insurance:
    - 3.1.24.1 shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or a breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company; and
    - 3.1.24.2 shall not extend to any liability to make such a contribution, where the basis of the director's liability is their knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;
  - 3.1.25 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them; provided that in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

#### **4. Application of income and property**

- 4.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members or Directors and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company; provided that nothing in this document shall prevent any payment in good faith by the Company:-
  - 4.1.1 of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by their firm, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
  - 4.1.2 to any Director of reasonable out of pocket expenses;
  - 4.1.3 of reasonable and proper remuneration for any services rendered to the Company by any officer or servant of the Company who is not a Director ;
  - 4.1.4 of interest on money lent by any Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank selected by the Directors;
  - 4.1.5 of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company and such Director shall not be bound to account for any share or profits he may receive in respect of any such payment;
  - 4.1.6 of any premium in respect of any indemnity insurance to cover the liability of the Directors, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they

may be guilty in relation to the Company or (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986. Provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or a breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence in a criminal prosecution brought against the Directors in their capacity as directors of the Company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Director's liability in their knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.

**5. Liability of the Members**

5.1 The liability of the Members is limited.

5.2 Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease 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 £1.

**6. Members**

6.1 Membership is open to individuals or organisations who apply to the Company in the form required by the Directors.

6.2 The Company will endeavour to have a minimum of 10 Members at any one time, whose skills and experience reflect the requirements of the Company from time to time.

6.3 The Members of the Company shall be the Directors appointed pursuant to Article 8.

6.4 Membership is not transferable.

6.5 The Directors must keep a register of names and addresses of the Members.

**7. Termination of Membership**

7.1 Membership is terminated if:

(i) the Member dies or, if it is an organisation, ceases to exist;

(ii) the Member resigns by written notice to the Company unless, after the resignation, there would be less than 10 Members;

(iii) any sum due from the Member to the Company is not paid in full within six months of it falling due;

(iv) the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if:

(a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the charity) has been allowed to make representations to the meeting.

**8. Appointment and removal of Directors**

- 8.1 Such persons as the Board shall appoint and are willing to act shall be Directors provided that no one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 17. The Directors of the Company shall be Members appointed pursuant to Article 6 and shall have regard to the Trustees Code of Conduct.
- 8.2 A Director's appointment shall be for a term of three years. Subject to Article 8.3, and provided termination of the appointment will not result in the number of Directors being less than 10, the appointment of a Director shall terminate automatically upon the third anniversary of the Director's appointment.
- 8.3 Prior to the third anniversary or their appointment, a Director may give written notice to the Company that they wish to continue as a Director, save that, a Director may not continue in office for longer than six consecutive years.
- 8.4 The Board shall have the right for good and sufficient reason to terminate the appointment of any Director provided that the Director concerned shall have a right to be heard before a final decision is made.
- 8.5 Unless the Company in general meeting shall make other provision pursuant to the powers contained in Article 26, the Board may in their absolute discretion permit any Director to retire provided that after such retirement the number of Directors is not less than 10.
- 8.6 The appointment of a Director shall terminate immediately:  
(i) upon the death of the Director; or  
(ii) if the Director ceases to be a Member.

9. **General Meetings**

- 9.1 The Company shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Members shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 9.2 Any 3 of the Members or the Chairperson may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act.

10. **Notice of General Meetings**

- 10.1 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing. Other meetings shall be called in accordance with rules or byelaws made under Article 26. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-
- 10.1.1 in the case of the annual general meeting, by all the Members entitled to attend and vote; and
- 10.1.2 in the case of any other meeting, by a majority of the Members having a right to attend and vote at the meeting; being a majority together representing not less than 75% of the total voting rights at that meeting of all the Members.

- 10.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**11. Proceedings at Annual or Extraordinary General Meetings**

- 11.1 The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Members and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meetings proceeds to business; 4 Members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Members may determine provided that, if the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

- 11.2 The Chairperson shall chair every general meeting of the Company, or if there is no such chairperson, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act, the meeting must appoint a Member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

- 11.3 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the place of business left unfinished at the meeting from which the adjournment took place. When an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

11.4

- 11.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

- 11.6 A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

- 11.7 In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

- 11.8 Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to receive notice of and attend and vote at general meetings (or being organisations by their duly authorised representative) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolutions in writing may consist of 2 or more documents in like form each signed by one or more members.

**12. Votes of Members**

- 12.1 Every Member shall have one vote.



- 12.2 No Member shall be entitled to vote at any general meeting unless all money presently payable by them to the Company has been paid.

13. **Organisations acting by representatives at meetings**

- 13.1 Any organisation which is a Member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual member of the Company.

14. **Borrowing Powers**

- 14.1 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15. **Powers and Duties of the Directors**

- 15.1 The business of the Company shall be managed by the Directors who may pay all expenses incurred in the formation of the Company, and may exercise all the powers of the Company.
- 15.2 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine.
- 15.3 The Board may delegate any of their powers or functions to a committee of 3 or more Directors but the terms of any delegation must be recorded in the minute book. The Directors may impose conditions when delegating and may revoke or alter a delegation. All acts and proceedings of any committees must be fully and promptly reported to the Board.

16. **Proceedings of the Board**

- 16.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 16.2 Any 3 Directors may call a meeting of the Board.
- 16.3 The Secretary (if any) must call a meeting of the Board if requested to do so by any 3 Directors.
- 16.4 The Board shall appoint a Director to chair the meetings and may at any time revoke such appointment. The chair of the Board shall be the chair of the Company (the "Chairperson").
- 16.5 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 16.6 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 16.7 The quorum shall be 3 or one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Board.
- 16.8 The Directors shall cause minutes to be made:
- 16.8.1 of all appointments of officers made by the Directors;
  - 16.8.2 of the names of the Directors present at each meeting;
  - 16.8.3 of all resolutions and proceedings at all meetings of the Company.

17. **Conflicts of interest**

- 17.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 17.2 But if Article 17.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3 This Article applies when—
- (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the Director's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this Article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former directors.
- 17.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 17.6 Subject to Article 17.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director other than the chairperson is to be final and conclusive.
- 17.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
18. **Disqualification of Directors**
- 18.1 A Director shall forthwith cease to be a Director if they:
- 18.1.1 become bankrupt or make any arrangement or composition with their creditors generally; or
  - 18.1.2 are disqualified from being a charity trustee under the Charities Act 2011
  - 18.1.3 become subject to a disqualification order made under the Company Directors Disqualification Act 1986; or
  - 18.1.4 become incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; or
  - 18.1.5 resign from membership by written notice to the Company; or
  - 18.1.6 are removed from membership under Article 7; or
  - 18.1.7 are directly or indirectly interested in any contract with the Company and fail to declare the nature of their interest as required by Section 177 or 182 of the Act.
- 18.2 A Director shall not vote in respect of any contract in which they are interested or any matter arising out of it, and, if they do so vote, their vote shall not be counted.

19. **Officers**

- 19.1 The Chairperson, the Secretary and all other officers shall be appointed by the Board for such term and on such conditions as the Board may think fit; and any officers so appointed may be removed by them provided that no Director may occupy the salaried position of Secretary or any other salaried office.
- 19.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

20. **The Seal**

- 20.1 The Directors shall provide for the safe custody of the seal, which shall be used only by the authority of the Directors or of a sub-committee authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

21. **Accounts**

- 21.1 The Directors shall cause accounting records to be kept in accordance with Sections 386 and 388 of the Act.
- 21.2 The accounting records shall be kept at the registered office of the Company or, subject to Section 388 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.
- 21.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Company in general meeting.
- 21.4 The Directors shall from time to time in accordance with Section 423 to 436 of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
- 21.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and the Directors' report, shall not less than 21 days before the date of the meeting be sent to every Member and every debenture holder of the Company provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

22. **Annual Report and Return and Register of Charities**

- 22.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Charity Commission;
  - (b) preparation of an Annual Report and the transmission of a copy of it to the Charity Commission;
  - (c) preparation of an Annual Return and its transmission to the Charity Commission.
- 22.2 The Directors must notify the Charity Commission promptly of any changes to the charity's entry on the Central Register of Charities.

23. **Audit**

- 23.1 Auditors shall be appointed and their duties regulated in accordance with Sections 485 to 539 of the Act.

24. **Notices**

24.1 A notice may be given by the Company to any Member either personally, by sending it by post to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him[, or by suitable electronic means]. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

24.2 Notice of every general meeting shall be given in any manner authorised by these Articles to:-

24.2.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

24.2.2 every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for their death or bankruptcy would be entitled to receive notice of the meeting;

24.2.3 the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

25. **Dissolution**

25.1 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;

(3) in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.

25.2 A final report and statement of account must be sent to the Charity Commission.

25.3 This provision may be amended by special resolution but only with the prior written consent of the Charity Commission.

26. **Rules or Byelaws**

26.1 The Board may from time to time make such rules or byelaws as may be deemed necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:-

26.1.1 the admission and classification of Members, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

26.1.2 the conduct of Members in relation to one another, and to the Company's employees;

26.1.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

26.1.4 the procedure at meetings (not being the annual general meeting or extraordinary general meetings) of the Members and sub-committees in so far as such procedure is not regulated by these Articles; and

26.1.5 generally all such matters as are commonly the subject matter of Company rules.

26.2 The Board shall adopt such means as it deems sufficient to bring to the notice of Members all such rules or byelaws, which shall so long as they shall be in force, shall be binding on all Members provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of the Company.

27. **Headings**

- 27.1 The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.