

**Registered No: 1919823**

**THE COMPANIES ACTS 1948 to 1981  
AND  
THE COMPANIES ACT 2006**

---

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

---

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
YORKSHIRE CANCER RESEARCH**

**(Incorporated on 6 June 1985)**

**(Reprinted to include all alterations effected  
on or before 14 September 2011)**



**Lee & Priestley LLP  
10-12 East Parade  
Leeds  
LS1 2AJ**

Registered No: 1919823

THE COMPANIES ACTS 1948 to 1981  
AND  
THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

MEMORANDUM OF ASSOCIATION OF  
YORKSHIRE CANCER RESEARCH

(Adopted by special resolution dated 14 September 2011)

- 1 The name of the company (the "**Charity**") is Yorkshire Cancer Research <sup>1</sup>
- 2 The registered office of the Charity will be situated in England
- 3 (a) The objects for which the Charity is established are to promote research in the former County of York, or elsewhere, into the causes and cures of cancer, to disseminate the results of such research and to use such results for the benefit of cancer patients  
  
(b) In furtherance of its objects, the Charity shall have the power
  - (i) To take over the whole (or such part as can legally be vested in the Charity) of the property of the institution called The Yorkshire Council of the British Empire Cancer Campaign (the "**Unincorporated Charity**")
  - (ii) To appeal for in any way thought fit and to receive subscriptions and donations whether annual or otherwise
  - (iii) To promote the establishment of an institute or institutes for cancer research in the County of York, either in connection with a University or Universities in Yorkshire or as a separate foundation

---

<sup>1</sup> The name of the Company was changed from Yorkshire Cancer Research Campaign to Yorkshire Cancer Research by written special resolution effective from 23rd December 1997

- (iv) To provide, equip and support any such Institute or any other Institute or University or department thereof engaged in cancer research in the County of York
- (v) To support wholly or partially any person or persons engaged in research, whether institutional or individual into the causes and cures of cancer as may be approved by the Board (as defined in the Charity's articles of association) or any committee appointed by them for that purpose, or in any other manner calculated in the opinion of the Board or any committee so appointed to further the discovery of the causes and cures of cancer
- (vi) To collect, co-ordinate and disseminate medical, scientific or other knowledge, data, statistics and information as to the causes, prevalence, distribution, treatment or cures of or otherwise relating to cancer or any other data, statistics or information as may seem expedient
- (vii) To print, publish and circulate brochures, pamphlets, leaflets, charts, diagrams or other matter setting forth or dealing with or relating to medical or scientific investigation and research into all forms of cancer and the results thereof
- (viii) To establish, undertake, superintend, administer and contribute to any fund or funds from which donations or advances may be made or to make from time to time out of the general funds of the Charity donations or advances to any person or persons who may be or about to be or who may have been engaged in cancer research, or in any other occupation which may be considered to be or to have been of value or service in the cause of cancer research or to advance or in any way to have advanced the objects of the Charity
- (ix) To examine, watch, promote, support or oppose any legislation or administrative action affecting or likely to affect the attainment of the main objects of the Charity and for that purpose to petition any government department or any municipal, local or other authority or body
- (x) To borrow or raise any moneys required for the purposes of the Charity on such terms and with or without security as may be determined
- (xi) To encourage and if necessary create, medical and scientific bodies, associations and institutions of all kinds throughout the Counties of South Yorkshire, West Yorkshire, North Yorkshire, East Yorkshire and those parts of the County of Cleveland as formed part of any Riding of the former County of York ( "**the County of York**") to undertake cancer research in all branches
- (xii) To give medical, scientific, financial or other advice, assistance and support to any such bodies, association and institutions as aforesaid, or any other bodies, associations and institutions as may seem expedient and to co-ordinate the work of such bodies
- (xiii) To hold or associate with, support and attend periodical and other congresses, conferences and public meetings calculated directly or indirectly to advance the cause of cancer research and to issue reports concerning the same

- (xiv) To institute public lectures at any place or places by approved persons upon the subject of cancer or any allied or other subject or subjects as may seem expedient
- (xv) To enlist the co-operation of the public press
- (xvi) To establish, maintain and support cancer research institutes in the area of the County of York to fight the disease of cancer
- (xvii) To undertake the administration of any trust funds or the execution of any trust
- (xviii) To take over and administer (if requested and considered desirable) all or any of the funds and assets and undertake all or any of the liabilities of any charity or concern having or including objects similar to the objects of the Charity, but so that (except under the authority of a scheme of the Court or of the Charity Commissioners in the case of any charity), any such funds and assets shall be applied only for the purposes for which the same were respectively collected, subscribed or otherwise acquired
- (xix) To collect and organise the collection of funds by advertisements, lectures, entertainments, appeals to the public and by any other means
- (xx) To establish competitions of all kinds calculated to further the objects of the Charity and to offer and grant prizes, rewards and premiums of such character on such terms and generally in such manner as may appear expedient
- (xxi) To purchase, take on lease or in exchange, hire or otherwise acquired any real or personal property and any rights or privileges which the Charity may think necessary or convenient for any of its purposes
- (xxii) To sell, improve, manage, develop, exchange, lease, enfranchise, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Charity as may be deemed expedient with a view to the promotion of its objects. In exercising this power in connection with real property, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land
- (xxiii) To deposit or invest funds, to employ a professional fund manager, and to arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000
- (xxiv) To subscribe for or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any company which is, or is to become a subsidiary of the Charity (as defined in the Companies Act 2006) and to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by any such company

(xxv) To admit persons to membership on such terms and conditions and subject to such payment (if any) as may from time to time be determined by or in accordance with the articles of association of the Charity

(xxvi) To do such other things as are incidental or conducive to the attainment of the above objects

Provided that the Charity shall not support with its funds any object or endeavour or impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Charity, would make it a trade union

4 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may by law be required and as regards any such property, the Board shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner, and to the same extent as they would as the Board would have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or of the Charity Commissioners over the Board, but they shall, as regards any such property be subject jointly and severally to such control and authority as if the Charity were not incorporated and in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with the same in such manner as is allowed by law having regard to such trusts

5 The income and property of the Charity however derived shall be applied solely towards the promotion of the objects of the Charity as described in clause 3 (a) above and no part of the income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Charity

The restriction above shall not prevent the payment in good faith of reasonable and proper remuneration to any administrative officer or employee of the Charity or to any member of the Charity in return for any services actually rendered to the Charity, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on any money lent or reasonable and proper rent for premises let by any member to the Charity, but so that no member of the Board shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any member of the Board, except repayment of reasonable out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Charity

The restriction above shall not prevent the payment of any premium in respect of any indemnity insurance to cover the liability of a member of the Board (or any of them) 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 Provided that any such insurance shall not extend to any claim arising from any act or omission which a member of the Board (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by a member of the Board (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not

6 The liability of the members is limited

7 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that 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 the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the Charity and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

- 8 If upon the winding up or dissolution of the Charity there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed upon the Charity under or by virtue of clause 5 below, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the first part of this clause then to some charitable object

| Names, addresses and descriptions of subscribers   |
|--|
| <p>Douglas Shortridge<br/>36 Parkside Road<br/>Leeds<br/>LS6 4QG</p> <p>James Whitehead<br/>Rose Cottage<br/>Fisher Row<br/>Masham<br/>Ripon<br/>HG4 4HX</p> |

Dated 9th May 1985

Witness to the above Signatures

Maureen Smalley  
39 East Parade,  
Harrogate,  
North Yorkshire  
HG1 5LQ

**THE COMPANIES ACTS 1948 to 1981  
AND  
THE COMPANIES ACT 2006**

---

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

---

**ARTICLES OF ASSOCIATION OF  
YORKSHIRE CANCER RESEARCH**

(Adopted by special resolution dated 14 September 2011)

**GENERAL**

- 1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof if not inconsistent with the subject or the context

Words

Meanings

the Act

The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

these Articles

These Articles of Association and the regulations of the Charity from time to time in force

the Board

The board of trustees of the Charity for the time being

the Charity

Yorkshire Cancer Research

the Unincorporated Charity

The Yorkshire Council of the British Empire Cancer Campaign

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

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations

Subject to the definitions set out above, any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these Articles

- 2 For the purpose of registration the number of the members of the Charity is unlimited
- 3 The provisions of section 113 of the Act shall be observed by the Charity
- 4 The Charity is established for the purposes expressed in clause 3 (a) of the memorandum of association
- 5 The subscribers to the memorandum of association and the members of the Executive Committee of the Unincorporated Charity at the date of incorporation of the Charity, and such other persons as the Charity shall admit to membership in accordance with the provisions of these Articles shall be members of the Charity
- 6 Every member of the Charity shall be held to have agreed to be bound by these Articles and any amendment to them from time to time duly adopted by the Charity and shall be bound to further to the best of his ability the objects and interests of the Charity
- 7 An application for admission to membership of the Charity shall be made to the Board
- 8 The Board shall have absolute power and discretion in deciding upon any application and its decision shall be final and it shall not be bound to give any reason for its decision

#### **SUSPENSION AND CESSATION OF MEMBERSHIP**

- 9 A member shall cease to be a member of the Charity and his name shall be removed from the register of members
  - (a) if he becomes bankrupt or makes any arrangement or composition with his creditors or if he becomes of unsound mind,
  - (b) if he vacates his office as a member of the Board under the provisions of article 37,
  - (c) if by notice in writing addressed to the Charity he resigns his membership,
  - (d) if he is excluded from the Charity by the Board under the powers conferred by Article 10
- 10 Any member who shall in the opinion of the Board be acting inconsistently with the objects of the Charity or be otherwise unsuitable for membership may be excluded from the Charity by resolution of at least 75% of the members of the Board present and voting at a special meeting of the Board convened for the purpose of considering the same. The Board shall not be bound to give any reason for its decision. No such resolution shall be passed or have any validity or effect unless the member concerned has been given a proper opportunity of attending and being heard at the meeting at which the resolution is considered. The Charity in general meeting may by special resolution passed within 3 months after the resolution for the exclusion of a member annul the exclusion

#### **GENERAL MEETINGS**

- 11 The Charity shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify

---

the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than 15 months after the holding of the last preceding meeting

- 12 The Board may whenever it thinks fit, convene a general meeting and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 of the Act
- 13 21 days' notice at least of every annual general meeting and of every meeting convened to pass a special resolution and 14 days' notice at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and time of meeting and in the case of special business, the general nature of that business shall be given to the auditors of the Charity and to such persons as are under these Articles or under the Act entitled to receive such notice from the Charity, but with the consent of all the members entitled to receive notices or of such proportion of members as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit
- 14 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 15 All business shall be deemed special that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the auditors, the election of the Board, the election of the Chairman of the Board, the Deputy Chairman of the Board and the Treasurer of the Charity, and the fixing of the remuneration of the auditors
- 16 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided, 6 members present personally or by proxy shall be a quorum
- 17 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of 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 Chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present in person or by proxy shall be a quorum
- 18 The Chairman, the Deputy Chairman or a member nominated as Chairman by the Board shall preside as Chairman at every general meeting, but if at any meeting none of them shall be present within 15 minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some member of the Board who shall be present to preside
- 19 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 meeting is adjourned for 30 days or more, 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

- 20 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 3 members present and entitled to vote or by a member or members present and representing one-tenth of the total voting rights of all members having the right to vote at the meeting Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or has been carried unanimously, or 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 conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution
- 21 Subject to the provisions of Article 22 if a poll be demanded it shall be taken at such time (within 14 days) 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
- 22 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
- 23 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote
- 24 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 AND PROXIES**

- 25 Every member shall have 1 vote
- 26 No person other than a member duly registered or his duly appointed proxy shall be entitled to be present or to vote on any question at any general meeting, but any accidental omission to enforce this provision shall not invalidate any resolution
- 27 Each member shall have the right to appoint a proxy for general meetings in accordance with section 324 of the Act

#### **HONORARY OFFICERS**

- 28 The Honorary Officers of the Charity shall consist of a Chairman of the Board, a Deputy Chairman of the Board and the Treasurer of the Charity, all of whom must be members of the Charity Subject to the provisions of paragraph (b) of Article 31 and Article 32, the Honorary Officers shall be appointed at the annual general meeting in each year and shall hold office until the close of the next following annual general meeting Subject to Article 32, Honorary Officers shall be eligible for election or re-election to the same or other offices
- 29 The Board shall have power at any time and from time to time to appoint any member of the Charity to fill a casual vacancy in the office of Chairman of the Board, Deputy Chairman of the Board or Treasurer of the Charity Any such vacancy need not be filled if the Board so determines, unless by not filling the vacancy the number of members of the Council would fall below the figure specified in Article 30 Any person so appointed shall hold office only until the close of the next following annual general meeting, but at such Meeting he shall be eligible for election in accordance with paragraph (b) of Article 31 For the avoidance of doubt, any period during which a person was appointed to fill a casual vacancy in accordance with this Article shall not count towards service of a Term (as referred to in paragraph (b) of Article 31), provided that such period between appointment and the next following annual general meeting is less than 6 calendar months In the event that such period is for 6 calendar months or more, the first Term to

be served by that individual when elected shall be a period up to 2 years rather than 3 and paragraph (b) of Article 31 shall be modified accordingly

#### **THE BOARD**

30 Unless otherwise determined by a general meeting the number of members of the Board shall not be less than 10

31 The Board shall consist of the following persons

(a) The Chairman of the Board, the Deputy Chairman of the Board and the Treasurer of the Charity for the time being

(b) Not more than 20 elected persons (for the avoidance of doubt including those individuals referred to at paragraph (a) of Article 31) being members of the Charity Subject to Article 29, any person elected as a member of the Board at an annual general meeting shall serve for a period of up to 3 years (a "Term") from the date of such meeting and shall retire no later than the third annual general meeting immediately following the annual general meeting at which he was elected

32 Members of the Board (elected pursuant to paragraphs (a) and (b) of Article 31) shall at the expiration of a Term only be eligible for re-election if they have served fewer than 3 consecutive Terms A member of the Board who is retiring at the end of their third successive Term shall not be eligible for re-election until the next annual general meeting immediately following the annual general meeting at which they retire Any casual vacancy amongst the members of the Board may be filled by the Board Any member appointed to fill a casual vacancy shall only be entitled to hold office until the close of the annual general meeting next following his appointment and shall then be eligible for election in accordance with paragraph (b) of Article 31 For the avoidance of doubt, any period during which a person was appointed to fill a casual vacancy in accordance with this Article shall not count towards service of a Term (as referred to in paragraph (b) of Article 31), provided that such period between appointment and the next following annual general meeting is less than 6 calendar months In the event that such period is for 6 calendar months or more, the first Term to be served by that individual when elected shall be a period up to 2 years rather than 3 and paragraph (b) of Article 31 shall be modified accordingly

33 No person who is not a member of the Charity shall be eligible to hold office as a member of the Board

#### **POWERS OF THE BOARD**

34 The control and management of the Charity shall be vested in the Board who may exercise all such powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by statute or by these Articles required to be exercised or done by the Charity in general meeting subject nevertheless to any regulations of these Articles, to the provisions of the Act and all other statutes for the time being in force and affecting the Articles, and to such regulations, being not inconsistent with such regulations or provisions as may be prescribed by the Charity in general meeting No regulation made by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made

35 The members for the time being of the Board may act notwithstanding any vacancy in their body If the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it

shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body or summoning a general meeting but not for any other purpose

#### **THE SEAL**

- 36 If the Charity has a seal it shall only be used with the authority of a resolution of the Board or of a committee of the Board, and the Board may determine who shall sign any deed or other document to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and the Company Secretary of the Charity or a second member of the Board

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

- 37 A member of the Board shall vacate office
- (a) if he ceases for any reason to be a member of the Charity
  - (b) if by notice in writing addressed to the Charity he resigns from the Board
  - (c) if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986
  - (d) if he absents himself from its meetings without the special leave of the Board for a continuous period of 12 months
  - (e) if by resolution passed by at least 75% of the members of the Board he is removed from office
  - (f) if he is removed from office by resolution duly passed pursuant to section 168 of the Act
  - (g) if he is required to retire at the end of his third consecutive Term in accordance with Article 32

#### **ELECTION AND RETIREMENT OF MEMBERS OF THE BOARD**

- 38 At the annual general meeting to be held each year those members of the Board due to retire under the provisions of Article 28, Article 29 and Article 31 (b) shall retire from office
- 39 A retiring member of the Board shall retain his office until the close or adjournment of the meeting at which he retires from office
- 40 The Charity shall if necessary at the meeting at which any member of the Board elected pursuant to paragraph (b) of Article 31 or appointed to fill a casual vacancy under either Article 29 or Article 32 retires, appoint additional members of the Board so as to ensure that the Charity has the minimum number of Board members required by Article 30
- 41 A person who is not a member of the Board retiring at an annual general meeting shall only be eligible for election to office on the Board at any general meeting or as a member elected under paragraph (b) of Article 39 if he has been recommended by the Board for such election
- 42 The Charity may from time to time in general meeting increase or reduce the minimum number of members of the Board
- 43 Any person may be appointed or elected as a member of the Board whatever his age without special notice or other special formality and no member of the Board shall be

required to vacate his office by reason of his attaining or having attained any specified age

#### **PROCEEDINGS OF THE BOARD**

- 44 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, 5 members of the Board, present in person, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 45 The Chairman or any 5 members of the Board may, and on the request of the Chairman or any 5 members of the Board the Secretary shall, at any time, summon a meeting of the Board by written notice served upon all members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 46 The Chairman or the Deputy Chairman shall preside at all meetings of the Board, but if at any meeting neither the Chairman nor the Deputy Chairman is present within 5 minutes after the appointed time for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
- 47 A meeting of the Board duly convened at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board generally. At all times, members of the Board, and those members of the Board who are appointed members of any committee, shall observe and be bound by the Charity's Conflict of Interests Policy and Trustees Code of Conduct.
- 48 The Board may delegate any of its powers to committees consisting of such member or members of the Board and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The Board may also appoint advisory committees consisting wholly or partly of members of the Board as it thinks fit and may prescribe the functions of any such committee which shall in the exercise of such functions conform to any regulations imposed on it by the Board. The meetings and proceedings of all such committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board for their conduct.
- 49 All acts done in good faith by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid 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 member of the Board.
- 50 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Charity and of the Board and of committees of the Board and of advisory committees and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of facts stated in them.
- 51 Any member of the Board or member of a committee of the Board may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear

each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and the member shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word "**meeting**" shall be construed accordingly.

#### **ANNUAL REPORT**

- 52 The Board shall in every year cause to be prepared and printed a report of the work carried out by the Charity during the preceding year. This shall be included with the income and expenditure account for the year and balance sheet referred to in Article 56.

#### **ADMINISTRATIVE OFFICERS AND EMPLOYEES**

- 53 The Board shall appoint a Company Secretary who shall be the chief administrative and executive officer of the Charity and may appoint such other administrative officers and employees for permanent, temporary or special services as it may think proper and may determine the powers and duties and fix the salaries and emoluments (if any) of the persons so appointed.

#### **ACCOUNTS**

- 54 The Board 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 receipts and expenditure take place,
  - (b) all sales and purchases of goods by the Charity,
  - (c) the assets and liabilities of the Charity.

These books of account shall give a true and fair view of the state of the affairs of the Charity and explain its transactions.

- 55 The books of account shall be kept at the registered office or at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board or the members of the Charity.
- 56 At the annual general meeting in each year the Board shall lay before the members of the Charity a proper income and expenditure account for the period since the last preceding account made up to a date not more than 10 months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the meeting be sent to all persons entitled to receive notice of general meetings in the manner in which notices are directed to be served. The auditors' report shall be read before the meeting and shall be open to inspection by any member.

#### **AUDIT**

- 57 The accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
- 58 Auditors shall be appointed and their duties regulated in accordance with the Act.

## **NOTICES**

- 59 A notice may be served by the Charity upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his registered address as appearing in the register of members
- 60 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address but, subject to this, only members described in the register of members with an address within the United Kingdom shall be entitled to receive notices from the Charity
- 61 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter

## **DISSOLUTION**

- 62 Clause 8 of the memorandum of association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if it were repeated in these Articles

## **POWER TO INSURE**

- 63 Subject always to the provisions of the Act and to the provisions of clause 5 of the memorandum of association of the Charity, the Board may purchase and maintain insurance at the expense of the Charity for the benefit of any person who is or was at any time a member of the Board or other officer or employee of the Charity against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a member of the Board, officer or employee

| Names, addresses and descriptions of subscribers   |
|--|
| <p>Douglas Shortridge<br/>36 Parkside Road<br/>Leeds<br/>LS6 4QG</p> <p>James Whitehead<br/>Rose Cottage<br/>Fisher Row<br/>Masham<br/>Ripon<br/>HG4 4HX</p> |

Dated 9th May 1985

Witness to the above Signatures

Maureen Smalley  
39 East Parade,  
Harrogate,  
North Yorkshire  
HG1 5LQ