

COPY

Company No. 1919823

The Companies Acts 1948 to 1981

and

The Companies Acts 1985 and 1989

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

MEMORANDUM

AND

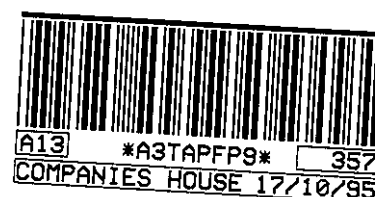
ARTICLES OF ASSOCIATION

OF

**YORKSHIRE CANCER RESEARCH
CAMPAIGN**

**Incorporated the 6th day of June 1985
(Reprinted to include changes made up to and
including 29th September 1995)**

**Booth & Co.
Leeds**



THE COMPANIES ACTS 1948 TO 1981

MEMORANDUM OF ASSOCIATION

OF

YORKSHIRE CANCER RESEARCH CAMPAIGN

- 1 The name of the Company (hereinafter referred to as "the Campaign") is Yorkshire Cancer Research Campaign.
- 2 The registered office of the Campaign will be situate in England.
- 3 (a) The objects for which the Campaign is established are to promote research in the former County of York, or elsewhere, into the cause and cure of cancer and to propagate the results of the same.

 (b) In furtherance of which but not otherwise, the Company shall have the power:
 - (i) To take over the whole (or such part as can legally be vested in the Campaign) of the property of the institution, called The Yorkshire Council of the British Empire Cancer Campaign (hereinafter called "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.
 - (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 whether whole or partial of any person or persons engaged in research, whether institutional or individual into the cause and cure of cancer as may be approved by the Council or any Committee appointed by them for that purpose, or in any other manner calculated in the opinion of the Council or any Committee

appointed as aforesaid to further the discovery of the cause and cure of cancer.

- (vi) To contribute to the Central Body of the British Empire Cancer Campaign (now known as and hereinafter referred to as Cancer Research Campaign), and the support of such further investigation into the causes and cure of disease as may from time to time be adopted by the Campaign.
- (vii) To act in above matters in close connection with Cancer Research Campaign.
- (viii) To collect, co-ordinate and disseminate, medical, scientific or other knowledge data statistics and information as to the causation, prevalence, distribution, treatment or cure of or otherwise relating to cancer or any other data, statistics or information as may seem expedient.
- (ix) 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.
- (x) 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 Campaign 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 Campaign.
- (xi) 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 Campaign and for that purpose to petition any government department or any municipal, local or other authority or body.
- (xii) To borrow or raise any moneys required for the purposes of the Campaign on such terms and with or without security as may be determined.
- (xiii) To encourage and induce medical and scientific bodies, associations and institutions of all kinds throughout the Counties of South Yorkshire, West Yorkshire, North Yorkshire and those

parts of the Counties of Cleveland and Humberside as formed part of any Riding of the former County of York (hereinafter and hereinbefore referred to as "the County of York") to undertake cancer research in all branches.

- (xiv) 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.
- (xv) 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.
- (xvi) 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.
- (xvii) To enlist the co-operation of the public press.
- (xviii) To establish, maintain and support cancer research institutes in the area of the County of York to fight the disease of cancer.
- (xix) To undertake the administration of any trust funds or the execution of any trust.
- (xx) 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 Campaign, 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.
- (xxi) To collect and organise the collection of funds by advertisements, lectures, entertainments, appeals to the public and by any other means.
- (xxii) To establish competitions of all kinds calculated to further the objects of the Campaign and to offer and grant prizes, rewards and premiums of such character on such terms and generally in such manner as may appear expedient.

- (xxiii) To purchase, take on lease or in exchange, hire or otherwise acquired any real or personal property and any rights or privileges which the Campaign may think necessary or convenient for any of its purposes.
- (xxiv) 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 Campaign as may be deemed expedient with a view to the promotion of its objects.
- (xxv) To invest any moneys of the Campaign not immediately required for the purposes thereof in or upon any stocks, funds, shares, securities or other investments or any of them in such manner as may from time to time be determined, but so that any moneys subject to the jurisdiction of the Charity Commissioners for England and Wales, or representing property so subject shall be invested only upon investments authorised by law for the investment of trust funds and with such sanction (if any) as may from time to time be required by law provided always that for the purposes of this clause the reference in section 2(1) of the Trustee Investments Act 1961 to the narrower range part and the wider range part of the trust fund being equal in value shall be replaced by references to the narrower range part being not less than 15% and to the wider range part being not more than 85% respectively and provided that that Act shall, in its application to such property, have effect subject to the following modifications, namely, section 2(3)(b) and paragraph 3(b) of schedule 2 shall have effect as if for the words from "each" to the end there are substituted the words "the wider range of such property is increased by no more than 5.66 times the amount by which the value of the narrower-range part of such property is increased."
- (xxvi) (1) To appoint as the investment manager for the Campaign a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
 - (a) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
 - (b) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise then by virtue of section 45(1)(j) of that Act.

- (2) To delegate to an investment manager so appointed power at the manager's discretion to buy and sell investments for the Campaign on behalf of the Council (and "Council" shall bear the meaning given to it in the Campaign's Articles of Association) in accordance with the investment policy laid down by the Council. The Council may only do so on terms consistent with this power.
- (3) Where the Campaign acting through the Council makes any delegation under this power it shall:
 - (a) inform the investment manager in writing of the extent of the Campaign's investment powers;
 - (b) lay down a detailed investment policy for the Campaign and immediately inform the investment manager in writing of it and of any changes to it;
 - (c) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (d) ensure that the Campaign is kept informed and reviews on a regular basis the performance of its investment portfolio managed by the investment manager and on the exercise by the manager of the delegated authority;
 - (e) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (f) review the appointment at such intervals not exceeding 24 months as it thinks fit.
- (4) Where the Campaign acting through the Council makes any delegation under this power it shall do so on the terms that:
 - (a) the investment manager shall comply with the terms of his or its delegated authority;
 - (b) the investment manager shall not do anything which the Council does not have the power to do;

- (c) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this power; and
 - (d) the Council shall give directions to the investment manager as to the manner in which he or it is to report to them all sales and purchases of investments made on their behalf.
- (xxvii) 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 Campaign (as defined in the Companies Act 1985) 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 aforementioned company.
- (xxviii) 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 Campaign.
- (xxix) To do such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Campaign shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which, if an object of the Campaign, would make it a Trade Union.

- 4 In case the Campaign shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Campaign 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 Council of Management or governing body of the Campaign 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 such Council of Management or governing body have been if no incorporation had been effected and the incorporation of the Campaign 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 such Council of Management or governing body, but they shall, as regards any such property be subject jointly and severally to such control and authority as if the Campaign were not incorporated and in case the Campaign shall take or hold any property which may be subject to any trusts, the

Campaign 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 Campaign whencesoever derived shall be applied solely towards the promotion of the objects of the Campaign as set forth in this Memorandum of Association and no portion thereof 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 Campaign.

Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any administrative officer or servant of the Campaign or to any Member of the Campaign in return for any services actually rendered to the Campaign, nor prevent the payment of interest at a rate not exceeding six per cent per annum on any money lent or reasonable and proper rent for premises demised or let by any Member to the Campaign; but so that no Member of the Council of Management or governing body of the Campaign shall be appointed to any salaried office of the Campaign or any office of the Campaign paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Campaign to any Member of such Council or governing body, except repayment of reasonable out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Campaign.

Provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or governing body may be a member, and in which such Member shall not hold more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

And provided further that nothing herein contained shall prevent the payment of any premium in respect of any indemnity insurance to cover the liability of a Member of Council (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 Campaign: Provided that any such insurance shall not extend to any claim arising from any act or omission which a Member of Council (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 Council (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

- 6 No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association of the Campaign for the time being in force as shall make the Campaign a Company to which Section 25 of the Companies Act 1981 does not apply.
- 7 The liability of the Members is limited.

- 8 Every Member of the Campaign undertakes to contribute to the assets of the Campaign 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 Campaign contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the Campaign and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
- 9 If upon the winding up or dissolution of the Campaign 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 Campaign, but shall be given or transferred to some Charitable Institution or Institutions having objects similar to the objects of the Campaign 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 Campaign under or by virtue of clause 5 hereof, such Institution or Institutions to be determined by the Members of the Campaign at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 10 True and proper accounts shall be kept of all sums of money received and expended by the Campaign and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Campaign, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Campaign for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Campaign shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. The Campaign shall publish a yearly account and balance sheet.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of subscribers
Douglas Shortridge 36 Parkside Road Leeds LS6 4QG
James Whitehead Rose Cottage Fisher Row Masham Ripon HG4 4HX

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

ARTICLES OF ASSOCIATION OF YORKSHIRE CANCER RESEARCH CAMPAIGN

GENERAL

- 1 In these presents 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:

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948.
These presents	These Articles of Association and the regulations of the Campaign from time to time in force.
The Campaign	The above-named Yorkshire Cancer Research Campaign.
The Council	The Council of Management for the time being of the Campaign.
The Unincorporated Charity	The Yorkshire Council of the British Empire Cancer Campaign.
The Office	The registered office of the Campaign.
The Seal	The Common Seal of the Campaign.
Month	Calendar Month.
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

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 as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these presents.

- 2 For the purpose of registration the number of the Members of the Campaign is unlimited.
- 3 The provisions of Section 110 of the Act shall be observed by the Campaign and every Member of the Campaign shall either sign a written consent to become a member or sign the Register of Members on becoming a Member.
- 4 The Campaign is established for the purposes expressed in 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 adoption of these presents and such other persons as the Campaign shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Campaign.
- 6 Every Member of the Campaign shall be held to have agreed to be bound by these presents and any amendment thereto from time to time duly adopted by the Campaign and shall be bound to further to the best of his ability the objects and interests of the Campaign.
- 7 An application for admission to membership of the Campaign shall be made to the Council in writing.
- 8 The Council 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.
- 9 The amount of the annual subscription (if any) to be paid by Members shall be fixed by the Council and confirmed by the Members in General Meeting.
- 10 Any annual subscriptions shall be payable in advance on the First day of January in every year except that the first annual subscription for a person admitted to membership shall be payable on his application for admission.

- 11 Persons applying for admission before the First day of July in any year shall pay the full annual subscription for that year, but those applying on or after the first day of July shall pay one half of a full year's subscription only.
- 12 The Council shall have power to remit or reduce the annual subscription or arrears of the annual subscription of any Member in any case where special circumstances in the opinion of the Council make such remission or reduction desirable.

SUSPENSION AND CESSER OF MEMBERSHIP

- 13 A Member shall be ipso facto cease to be a Member of the Campaign and his name shall be removed from the Register of Members:
 - (a) If his annual subscription (if any) so far as the same has not been previously remitted or reduced by the Campaign is in arrear for six months,
 - (b) If he becomes bankrupt or makes any arrangement or composition with his creditors or if he becomes of unsound mind,
 - (c) If by notice in writing addressed to the Campaign he resigns his Membership,
 - (d) If he is excluded from the Campaign by the Council under the powers conferred by the next following Article.
- 14 Any Member who shall in the opinion of the Council be acting inconsistently with the objects of the Campaign or be otherwise unsuitable for membership may be excluded from the Campaign by resolution of a majority of at least three-fourths of the Members of the Council present and voting at a special meeting of the Council convened for the purpose of considering the same. The Council 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 Campaign in General Meeting may by Special Resolution passed within three months after the resolution for the exclusion of a Member annul the exclusion.
- 15 Where any Member has ceased to be a member for any reason the Council may either unconditionally or under such conditions as to payment of arrears of subscription (if any) or otherwise as to the Council may seem expedient reinstate such person as a Member. But a Member excluded pursuant to the preceding Article shall only be capable of being reinstated by a resolution passed at a meeting of the Council at which at least ten members are present by votes of not less than two-thirds of the Members present.
- 16 Any person ceasing to be a Member of the Campaign for any reason shall, nevertheless, remain liable to pay all annual subscriptions and other sums (if any)

presently payable by him to the Campaign at the date of his ceasing to be a Member other than his annual subscription for the current year if his membership ceases by reason of notice of resignation given on or before the Thirty first day of March in that year.

GENERAL MEETINGS

- 17 The Campaign 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 Council and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.
- 18 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 19 The Council may whenever it thinks 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 requisitionists, as provided by Section 132 of the Act.
- 20 Twenty one days' notice at least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution and fourteen 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 hour of meeting and in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to the Auditors of the Campaign and to such persons as are under these presents or under the Act entitled to receive such notice from the Campaign; but with the consent of all the Members entitled to receive notices thereof or of such proportion thereof 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.
- 21 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

- 22 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 income and expenditure account and balance sheet, the reports of the Council and of the Auditors, the election of the Council, the election of the Chairmen and Vice

Chairman of the Council, and the Treasurer, and the fixing of the remuneration of the Auditors.

- 23 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six Members personally present shall be a quorum.
- 24 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 shall be a quorum.
- 25 The Chairman, the Deputy Chairman or a Vice Chairman of the Council or the Member nominated as Chairman by the Council shall preside as Chairman at every General Meeting, but if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the Members present shall choose some Member of the Council, or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some Member of the Campaign who shall be present to preside.
- 26 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 thirty 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.
- 27 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 three 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 and 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 Campaign, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 28 Subject to the provisions of Article 29 if a poll be demanded in manner aforesaid it shall be taken at such time (within fourteen 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.

- 29 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 30 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 31 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

- 32 Subject as hereinafter provided every Member shall have one vote. No Member shall vote by proxy.
- 33 Save as herein expressly provided no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Campaign in respect of his membership 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.

HONORARY OFFICERS

- 34 The Honorary Officers of the Campaign shall consist of a Chairman of the Council, a Deputy Chairman of the Council, one or more Vice Chairmen of the Council and the Treasurer of the Campaign all of whom must be members of the Campaign. The first Honorary Officers of the Campaign (being a Chairman, 2 Vice-Chairman and a Treasurer) were those named in part I of the schedule hereto. Subject thereto 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. Save as hereinbefore mentioned Honorary Officers shall be eligible for election or re-election to the same or other offices.
- 35 The Council shall have power at any time and from time to time to appoint any Member of the Campaign to fill a casual vacancy in the office of Chairman of the Council, Deputy Chairman of the Council, Vice Chairmen of the Council or Treasurer. Any such vacancy need not be filled if the Council so determines unless by not filling the vacancy the number of members of the Council would fall below the figure specified in Article 36. 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 re-election.

THE COUNCIL

- 36 Unless otherwise determined by a General Meeting the number of Members of the Council shall not be less than ten.
- 37 The Council shall consist of the following persons:
- (a) The Chairman of the Council, the Deputy Chairman of the Council, the Vice Chairmen of the Council and the Treasurer of the Campaign for the time being.
 - (b) Not more than five persons (being Members of the Campaign) to be selected and appointed by the Council before each Annual General Meeting and to hold office (subject to Article 43) from the close of that meeting until the close of the Annual General Meeting next ensuing thereafter.
 - (c) Not more than 20 elected persons being Members of the Campaign. The first elected Members of the Council shall consist of the persons named in part 2 of the schedule to these Articles. At the first Annual General Meeting of the Campaign and at each Annual General Meeting thereafter, one third of the elected Members of the Council or the number nearest thereto shall retire in rotation according to seniority of standing on the Council, and the vacancies so caused shall be filled up by the Campaign at such Annual General Meeting. In cases of equal seniority the Members or Member to retire shall be determined by lot in the absence of agreement.
- 38 Members of the Council (elected pursuant to paragraph (c) of Article 37) shall at the expiration of their term of office be eligible for re-election or re-appointment. Any casual vacancy amongst the Members of the Council may be filled by the Council. 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 re-election, but shall not be taken into account in determining the elected Members of the Council who are to retire by rotation at such Meeting.
- 39 No person who is not a Member of the Campaign shall be eligible to hold office as a Member of the Council.

POWERS OF THE COUNCIL

- 40 The control and management of the Campaign shall be vested in the Council who may exercise all such powers of the Campaign and do on behalf of the Campaign all such acts as may be exercised and done by the Campaign, and as are not by statute or by these presents required to be exercised or done by the Campaign in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Campaign,

and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Campaign in General Meeting, but no regulation made by the Campaign in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

- 41 The Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the Members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

THE SEAL

- 42 The Seal of the Campaign shall not be affixed to any instrument except by the authority of a resolution of Council or of a Sealing Committee consisting of the Secretary and any two of the following persons namely:

The Chairman of the Council

A Vice Chairman of the Council

The Treasurer of the Campaign.

Any instrument to which the Seal of the Campaign is affixed shall be signed by any one of the foregoing persons and countersigned by the Secretary or in his absence by his Deputy duly authorised.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 43 A Member of the Council shall ipso facto vacate office:
- (a) If he ceases for any cause to be a Member of the Campaign,
 - (b) If by notice in writing addressed to the Campaign he resigns his office,
 - (c) If he ceases to hold office by reason of any order made under Section 188 of the Act,
 - (d) If he absents himself from its meetings without the special leave of the Council for a continuous period of two years,
 - (e) If by resolution passed by a four-fifths majority of the Council present at a meeting whereat not less than two-thirds of the Members thereof shall be present he is removed from office,

- (f) If he is removed from office by resolution duly passed pursuant to Section 184 of the Act.

ELECTION AND RETIREMENT OF MEMBERS OF THE COUNCIL

- 44 At the Annual General Meeting to be held each year those members of the Council due to retire under the provisions of Article 37(b) and (c) and Article 38 shall retire from office.
- 45 A retiring Member of the Council shall retain his office until the dissolution or adjournment of the meeting at which he retires from office.
- 46 The Campaign shall at the meeting at which any Member of the Council elected pursuant to paragraph (c) of Article 37 or appointed to fill a casual vacancy under Article 38 retires in manner aforesaid fill up the vacated office of such Member by electing a person thereto unless at such meeting it shall be determined (subject to Article 36) to reduce the number of Members of the Council elected pursuant to that paragraph and may at the same Meeting elect additional Members within the limit prescribed by the said paragraph.
- 47 No person not being a Member of the Council retiring at an Annual General Meeting shall, unless recommended by the Council for election, be eligible for election to office on the Council at any General Meeting or as a Member elected under paragraph (c) of Article 37 unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than fourteen days nor more than twenty-eight intervening days.
- 48 If at any meeting at which an election of Members of the Council ought to take place under paragraph (c) of Article 37 the places of the retiring Members, or sufficient places to make up the minimum number required by Article 36, are not filled up, the retiring Members or such of them in inverse order of length of service on the Council as have not had their places filled up and are willing to act, shall be deemed to have been re-elected unless it shall be determined at such meeting to reduce the minimum number of Members of the Council.
- 49 The Campaign may from time to time in General Meeting increase or reduce the minimum number of Members of the Council.
- 50 Any person may be appointed or elected as a Member of the Council whatever his age without special notice or other special formality and no Member of the Council

shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF THE COUNCIL

- 51 The Council 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 five 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.
- 52 The Chairman or any five Members of the Council may, and on the request of the Chairman or any five Members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 53 The Chairman, the Deputy Chairman or a Vice Chairman shall preside at all meetings of the Council, but if at any meetings neither the Chairman nor any Vice Chairman be present within five minutes after the appointed time for holding the meeting and willing to preside the Members of the Council present shall choose one of their number to be Chairman of the meeting.
- 54 A meeting of the Council duly convened at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under these presents for the time being vested in the Council generally.
- 55 The Council may delegate any of its powers to committees consisting of such Member or Members of the Campaign as it thinks fit and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The Council may also appoint advisory committees consisting wholly or partly of Members of the Campaign 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 Council. The meetings and proceedings of all such committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.
- 56 All acts bona fide done by any meeting of the Council or of any committee of Council or by any person acting as a Member of the Council shall notwithstanding 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 Council.

- 57 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Campaign and of the Council and of committees of the Council 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 therein stated.

ANNUAL REPORT

- 58 The Council shall in every year cause to be prepared and printed a report of the work carried out by the Campaign during the preceding year. This shall be included with the Income and Expenditure Account for the year and Balance Sheet referred to in Article 63.

ADMINISTRATIVE OFFICERS AND SERVANTS

- 59 The Council shall appoint a Secretary who shall be the chief administrative officer of the Campaign and may appoint such other administrative officers and servants 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 and may suspend or remove any such officers or servants as it may think proper in accordance with the provisions of the Articles of Association for the time being of the Campaign. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

ACCOUNTS

- 60 The Council shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Campaign and the matters in respect of which such receipts and expenditure take place,
 - (b) All sales and purchases of goods by the Campaign,
 - (c) the assets and liabilities of the Campaign.

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 Campaign and to explain its transactions.

- 61 The books of account shall be kept at the office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the Members of Council.
- 62 The Campaign in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the

Members of the accounts and books of the Campaign or any of them and subject to such conditions and regulations the accounts and books of the Campaign shall be open to the inspection of Members at all reasonable times during business hours.

- 63 At the Annual General Meeting in every year the Council shall lay before the Campaign a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight 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 Council 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 twenty-one 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 hereinafter directed to be served. The Auditors report shall be read before the meeting and shall be open to inspection by any Member.

AUDIT

- 64 Once at least in every year the accounts of the Campaign 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.
- 65 Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976 or any statutory modification thereof for the time being in force.

NOTICES

- 66 A notice may be served by the Campaign 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.
- 67 Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Campaign 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 save as aforesaid only Members described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Campaign.
- 68 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 Office as a pre-paid letter.

DISSOLUTION

- 69 Clause 9 of the Memorandum of Association of the Campaign relating to the winding up and dissolution of the Campaign shall have effect as if the provisions thereof were repeated in these Articles.

POWER TO INSURE

- 70 Subject always to the provisions of the Act and to the provisions of clause 5 of the Memorandum of Association of the Campaign, the Council may purchase and maintain insurance at the expense of the Campaign for the benefit of any person who is or was at any time a Member of Council or other officer or is or was at any time a Member of Council or other officer or employee of the Campaign 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 Council, officer or employee.

The Schedule

Part 1 - The Honorary Officers

Chairman of the Council:	D. Shortridge
Vice-Chairmen of the Council:	J. Whitehead J. MacGregor
Treasurer:	J. Whitehead

Part 2 - First Elected Members of the Council

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
C.C. Bird	Wenlock, Kirkby Overblow, Harrogate	Professor of Pathology
J.R. Bronk	126 The Mount, York	Professor of Biochemistry
C.G. Buck	The Grange, Bradway Road, Bradway, Sheffield	Company Director
E.H. Cooper	29 Shadwell Lane, Leeds 17	Professor of Cancer Research
R.S.A. Hall	12 North Park Avenue, Leeds 8	Chartered Accountant
G. Hudson	275 Ringinglow Road, Sheffield 11	Professor of Haematology
C.A.F. Joslin	Innisfree, Pannal Ash Road, Harrogate	Professor of Radio- therapy
W.I.P. Mainwaring	399 Gledhow Lane, Leeds 7	Professor of Biochemistry
E. Mitchell	12 Elmete Grove, Leeds 8	Retired (Head of Home Economics)
C.W. Potter	75 Crescent Road, Sheffield 7	Professor of Virology
P.C. Reynell	12 Park View Road, Bradford 9	Physician

E.A. Dawes	Deane Hill, 393 Beverley Road, Anlaby, Kingston-upon-Hull	Professor of Biochemistry
R.L. Turner	Moorhouse Farm, Moorhouse Lane, Oxenhope, Keighley	Professor of Research in Medicine
A.B. Rhodes	3 Westridge Drive, Beaumont Park, Huddersfield	Managing Director
J. Richmond	Stumper Lea, Stumperlowe Hall Road, Sheffield	Professor of Medicine
S.B. Saul	Vice-Chancellor's House, Spring Lane, Heslington, York	University Vice- Chancellor

Names, addresses and descriptions of subscribers

Douglas Shortridge
36 Parkside Road
Leeds
LS6 4QG

James Whitehead
Rose Cottage
Fisher Row
Masham
Ripon
HG4 4HX

Dated 9th May 1985

Witness to the above Signatures:

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

