



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**ARTICLES of ASSOCIATION**

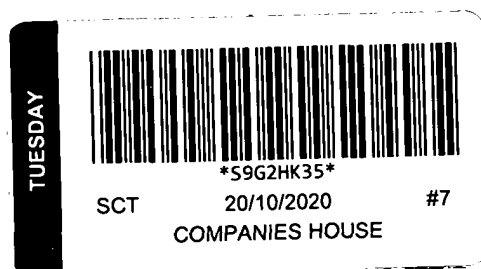
**of**

**THE BEATSON INSTITUTE FOR CANCER RESEARCH**

**(as altered by written special resolution dated 31 March 2020)**

**(as altered by written special resolution passed on 7 October 2020)**

**Company number: SC084170**





Gary Niven, Company Secretary

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## **Constitution of the company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

## **Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
  - 2.1 “Act” means the Companies Act 2006;
  - 2.2 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - 2.3 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - 2.4 “electronic form” has the meaning given in section 1168 of the Act;
  - 2.5 “OSCR” means the Office of the Scottish Charity Regulator;
  - 2.6 “property” means any property, heritable or moveable, real or personal, wherever situated; and
  - 2.7 “subsidiary” has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 The objects for which the company is established are:
  - 4.1 To promote by all available means the study of disease and particularly (but without any limitation to the generality of this article) cancer and allied diseases and generally to improve the standard of knowledge of the means of prevention, diagnosis and treatment for such diseases;

- 4.2 To initiate, encourage, support and carry out research and investigation into such diseases and the possibilities of prevention, alleviation or cure, and to promote research in the relevant sciences;
- 4.3 To provide the accommodation, equipment, professional, scientific and other staff necessary for education and practical training in subjects relevant to the study of cancer and allied diseases, and for research and investigation into such diseases and their prevention, alleviation or cure.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

#### **Powers**

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
  - 7.1 To provide instruction for the company's objects, on such terms and conditions and upon the payment of such fees (if any) as it may determine, from time to time.
  - 7.2 To carry on all or any of the company's objects, either alone or in conjunction or association with any hospital, or any other institution or body whose co-operation is deemed desirable in the interests of the company, whether incorporated or unincorporated.
  - 7.3 To enter into and carry out arrangements or agreements with hospitals or bodies for providing the company with facilities for the promotion of the company's objects.
  - 7.4 To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
  - 7.5 To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.

- 7.6 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 7.7 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 7.8 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 7.9 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 7.10 To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- 7.11 To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 7.12 To engage such consultants and advisers as are considered appropriate from time to time.
- 7.13 To effect insurance of all kinds (which may include officers' liability insurance).
- 7.14 To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 7.15 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- 7.16 To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 7.17 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 7.18 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

- 7.19 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 7.20 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- 7.21 To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

#### **Restrictions on use of the company's assets**

- 8 The income and property of the company shall be applied solely towards promoting the company's objects.
- 9 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise; but on the basis that that prohibition shall not apply to payment or transfer of assets in furtherance of the company's objects to a member of the company which is a charity at the time.
- 10 No director of the company shall be appointed as a paid employee of the company, and no director shall hold any office under the company for which a salary or fee is payable; an individual whose salary or fees is/are funded wholly or mainly by the company shall, notwithstanding that he/she is employed by another body, be deemed for the purposes of the preceding provisions of this article 10 to be a paid employee of the company or (as the case may be) to be the holder of an office under the company for which a salary or fee is payable.
- 11 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

#### **Liability of members**

- 12 Every member of the company undertakes that if the company is wound up while he/she/it is a member (or within one year after he/she/it ceases to be a member), he/she/it will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards
- 12.1 payment of the company's debts and liabilities contracted before he/she/it ceases to be a member;

- 12.2 payment of the costs, charges and expenses of winding up; and
- 12.3 adjustment of the rights of the contributories among themselves.

### **General structure**

- 13 The structure of the company consists of:
  - 13.1 the MEMBERS - who have the right to attend general meetings and have important powers under the articles of association and the Act;
  - 13.2 the DIRECTORS - who generally control and supervise the activities of the company.

### **Qualifications for membership**

- 14 Membership shall be open to:
  - 14.1 Cancer Research UK (registered as a charity in England and Wales with registered charity number 1089464, and registered in Scotland with Scottish charity number SC041666); and
  - 14.2 any individual who is appointed by the board as an Independent Director.
- 15 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

### **Application for membership**

- 16 Any individual or body eligible for membership under article 14 who/which wishes to become a member must lodge with the company a written application for membership, signed by him/her or (in the case of a corporate body) signed by an appropriate officer; he/she/it will automatically become a member with effect from the date on which the application for membership is received.

### **Membership subscription**

- 17 No membership subscription shall be payable.

### **Register of members**

- 18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any individual or body ceased to be a member.

### **Withdrawal from membership**

- 19 Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice to that effect, signed by him/her or (in the case of a corporate body) signed by an appropriate officer; on receipt of the notice by the company, he/she/it shall cease to be a member.

### **Termination/transfer**

- 20 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
- 21 A member may not transfer his/her/its membership to any other person or body.

### **General meetings (meetings of members)**

- 22 Subject to article 23, the directors may convene a general meeting at any time.
- 23 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 518 of the 2006 Act).

### **Notice of general meetings**

- 24 At least 14 clear days' notice of a general meeting must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
- 25 The reference to "clear days" in article 24 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 26 A notice calling a meeting shall specify the date, time and place of the meeting; it shall
- 26.1 indicate the general nature of the business to be dealt with at the meeting;
  - 26.2 if a special resolution (see article 45) (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution; and
  - 26.3 contain a statement informing members of their right to appoint a proxy.

- 27 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 28 Notice of every general meeting shall be given
- 28.1 in hard copy form
- 28.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- 28.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website.

#### **Procedure at general meetings**

- 29 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be a member or members holding 50% or more of the voting rights of all members (rounded upwards where necessary), present in person (in the case of a member which is a corporate body, present via its duly authorised representative), or represented by proxy.
- 30 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 31 The Chair shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 32 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 33 Cancer Research UK shall have that number of votes which equates to the total number of members of the company at the time, plus one; each of the other members of the company shall have one vote.
- 34 All votes (whether on a show of hands or on a secret ballot) may be given either personally (in the case of a member which is a corporate body, via its duly authorised representative present at the meeting) or by proxy.

- 35 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the company.
- 36 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting
- 36.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her (or, in the case of a corporate body, signed by an appropriate officer of that body); or
- 36.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case) the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting.
- 37 For the avoidance of doubt, in calculating the 48-hour period referred to in article 36, no account shall be taken of any day that is not a working day.
- 38 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 36, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 39 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 40 A proxy need not be a member of the company.
- 41 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting.
- 42 The chairperson of a general meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.
- 43 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two persons present at the meeting and entitled to vote (whether as members, representatives of members which are corporate bodies or as proxies for members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 44 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Special resolutions and ordinary resolutions**

- 45 For the purposes of these articles, a “special resolution” means (without prejudice to articles 48 to 51) a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 24 to 28; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 46 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- 46.1 to alter its name; and
- 46.2 to alter any provision of these articles or adopt new articles of association.
- 47 For the purposes of these articles, an “ordinary resolution” means (without prejudice to articles 48 to 51) a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 24 to 28.

#### **Written resolutions**

- 48 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member’s agreement to it (agreement to which cannot thereafter be revoked).
- 49 For the purposes of the preceding article:-
- 49.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent

or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (b) if copies are sent or submitted to members on different days, the first of those dates); the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-

49.1.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 48) by members representing a simple majority of the total voting rights of eligible members;

49.1.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 48) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

50 A resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 510 of the 2006 Act) cannot be proposed as a written resolution under article 48.

51 For the purposes of article 48, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 49), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

#### **Categories of director**

52 For the purposes of these articles

52.1 **“Partner Director”** means a director appointed under article 56;

52.2 **“Independent Director”** means a director appointed by the board under articles 58 to 61.

#### **Maximum/minimum number of directors**

53 At any given time:

53.1 at least half of the directors shall be Partner Directors; and

53.2 at least one of the directors shall be an Independent Director.

- 54 There is no maximum number of directors; the minimum number of directors shall be 3.

#### **Eligibility**

- 55 A person shall not be eligible for appointment as a director if he/she is an employee of the company; an individual whose salary or fees is/are funded wholly or mainly by the company shall, notwithstanding that he/she is employed by another body, be deemed for the purposes of the preceding provisions of this article 55 to be an employee of the company.

#### **Appointment, removal: Partner Directors**

- 56 Subject to articles 53 and 55, Cancer Research UK, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company:-

56.1 appoint any individual who is willing so to act to be a director (a "Partner Director"); or

56.2 remove any Partner Director from office as a director.

- 57 Any appointment or removal of a director under article 56 shall have effect from the date on which the relevant notice is given to the company.

#### **Appointment: Independent Directors**

- 58 Subject to articles 53, 55 and 59, the board of directors may at any time appoint any individual who is willing so to act to be a director (an "Independent Director").

- 59 The Independent Directors shall be appointed on the basis of their having skills, experience and/or local connections which, in the opinion of the board of directors, would allow them to make a substantial contribution to the work of the board.

- 60 Each individual appointed as an Independent Director shall automatically become a member of the company on lodging with the company an application for membership in accordance with article 16.

- 61 A director who ceases (for whatever reason) to be an Independent Director shall automatically cease to be a member of the company with effect from the time at which he/she ceases to be a director; but on the basis that the preceding provisions of this article shall not apply where an Independent Director vacates office at the conclusion of an annual general meeting but is re-appointed as an Independent Director at the meeting of directors which immediately follows that annual general meeting.

### **Vacating of office/re-appointment**

- 62 Each of the Partner Directors and Independent Directors shall vacate office at the conclusion of the first Accounts Sign-off Board Meeting which follows the expiry of a period of three years from the date when he/she was appointed (or, as the case may be, was last re-appointed) - but shall then (subject to paragraph 63.3) be eligible for re-appointment for a further three-year term.
- 63 With reference to article 62:
- 63.1 "Accounts Sign-off Board Meeting" means a meeting of the directors at which the draft directors' report and accounts for a financial year are approved by the directors;
- 63.2 if an individual ceases to hold office as a director and is then re-appointed as a director within a period of six months, he/she shall be deemed, for the purposes of article 62, to have held office continuously;
- 63.3 an Independent Director who has held office for three consecutive three-year terms shall not be eligible for re-appointment as a director;
- 63.4 any period in office prior to the date on which these articles are adopted shall be taken into account in calculating the periods referred to in article 62 and the maximum period in office referred to in paragraph 63.3.

### **Termination of office**

- 64 A director shall automatically vacate office if:-
- 64.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- 64.2 he/she becomes debarred under any statutory provision from being a charity trustee;
- 64.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- 64.4 he/she ceases to be a member of the company or (if he/she was appointed by a corporate body) the corporate body which appointed him/her ceases to be a member of the company;

- 64.5 he/she becomes an employee of the company (and on the basis that, for the purposes of this paragraph 64.5, an individual whose salary or fees is/are funded wholly or mainly by the company shall, notwithstanding that he/she is employed by another body, be deemed for the purposes of the preceding provisions of this article 64 to be a an employee of the company;
- 64.6 he/she resigns office by notice to the company;
- 64.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- 64.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 105);
- 64.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 64.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.
- 65 A resolution under paragraph 64.8 or 64.9 shall be valid only if:-
- 65.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 65.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote;
- 65.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

#### **Register of directors**

- 66 The directors shall maintain a register of directors, setting out full details of each director, the name of the corporate member which appointed each director (if applicable), the date on which he/she became a director, and the date on which any person ceased to hold office as a director.

### **Office bearers**

- 67 In consultation with the directors, Cancer Research UK, for so long as it remains a member of the company, shall, by way of written notice appoint any director to the office of Chair.\*
- 68 The directors shall elect from among themselves any such other office bearers (if any) as they consider appropriate.\*
- 69 An individual appointed to the office of Chair in accordance with the provisions of article 67 shall cease to hold that office if he/she ceases to be a director, he/she resigns from that office by written notice to that effect or Cancer Research UK removes him/her from office as Chair, by way of written notice to the company.\*
- 70 A person elected to any office, other than the office of Chair, shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.\*
- 71 For the avoidance of doubt, office-bearers are not required to retire annually or on any other periodic basis.

### **Powers of directors**

- 72 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 73 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

- 74 Subject to the provisions of the Act and of articles 8 to 10 and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to in article 105), a director (notwithstanding his/her office):-
- 74.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

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\* as amended by written special resolution of the sole member dated 31 March 2020

- 74.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
- 74.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- 74.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

- 75 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “associated company” shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.
- 76 Without prejudice to article 77, a director may be a director or employee of Cancer Research UK; the duty of directors under section 175 of the Act to avoid situations under which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company shall not extend to any such relationship with Cancer Research UK.
- 77 In addition to the authorisation given by article 76, the directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 78 For the avoidance of doubt, articles 76 and 77 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 74, 75 and 97 to 102 and the code of conduct referred to in article 105.
- 79 The directors shall procure that a register of directors’ interests is maintained in accordance with the provisions in this regard contained in the code of conduct for directors referred to in article 105.

#### **Procedure at directors’ meetings**

- 80 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 81 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 82 Questions arising at any meeting of directors shall be decided by a majority of votes.
- 83 If an equality of votes arises in relation to any matter at a meeting of the directors, the chairperson of the meeting shall be entitled to a (second) casting vote providing he/she is a Partner Director.
- 84 For the avoidance of doubt, an Independent Director acting as chairperson of a meeting of directors shall not have a casting vote.
- 85 A director who is also an alternate director shall be entitled in the absence of his/her appointer to a separate vote on behalf of the director who appointed him/her in addition to his/her own vote.
- 86 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 87) be 2.
- 87 A quorum shall not be deemed to be constituted at any meeting of the directors unless at least one of the directors present is a Partner Director.
- 88 For the purposes of article 87, an alternate director appointed by a Partner Director shall be deemed to be a Partner Director.
- 89 If the quorum required under articles 86 and 87 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 90 A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 91 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies.

- 92 Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the directors present shall elect one of their number to act as chairperson of the meeting.
- 93 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 94 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 95 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors, or (as the case may be) a committee of directors, duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
- 96 A resolution signed by an alternate director need not also be signed by his/her appointer; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
- 97 Subject to article 99, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
- 98 For the purposes of the preceding article:-
- 98.1 an interest of a person who is taken to be connected with a director for any purpose of the Act, shall be treated as a personal interest of the director;
- 98.2 a director shall (subject to article 99) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter; and

- 98.3 an interest of the appointer of an alternate director shall be treated as a personal interest of the alternate director.
- 99 A Partner Director shall, notwithstanding the provisions of article 97 and paragraph 98.2, be entitled to vote in relation to a particular matter notwithstanding that Cancer Research UK has an interest in that matter; but on the basis that in exercising their voting rights in respect of any such matter, the Partner Directors shall comply with the provisions of articles 103, 104 and 105.
- 100 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 101 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 97 to 100.
- 102 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

#### **Conduct of directors**

- 103 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in article 4) and will be in the interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 104 Without prejudice to the principle set out in article 103, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-
- 104.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
- 104.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 104.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director
- 104.3.1 put the interests of the company before that of the other party;

104.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;

104.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

105 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

#### **Delegation to sub-committees**

106 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

107 Any delegation of powers under article 106 may be made subject to such conditions as the directors may impose and may be revoked or altered.

108 The rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Alternate directors**

109 A director may appoint any other director to be an alternate director; any such alternate director may be removed by him/her at any time.

110 The appointment or removal of an alternate director shall be valid only if effected by a written notice signed by the director who is making or revoking the appointment.

111 A notice appointing an alternate director may specify that the appointment is to relate only to the particular meetings at which the director will not be present; in the absence of a statement to that effect, the appointment will be deemed to relate to carrying out all the functions of the director until such time as the appointment is revoked.

112 An alternate director shall (subject to article 113) cease to be an alternate director if his/her appointor ceases to be a director.

- 113 If a director vacates office but is re-appointed immediately following the meeting at which he/she vacates office, any appointment of an alternate director made by him/her which was in force immediately prior to vacating office shall continue after his/her re-appointment.
- 114 An alternate director shall alone be responsible for his/her own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him/her.
- 115 An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.
- 116 References in these articles to directors shall, unless the context otherwise requires, be interpreted as including alternate directors.

#### **Secretary**

- 117 The directors may (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

#### **Minutes**

- 118 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

- 119 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 120 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 121 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

### **Notices**

- 122 Any notice to be given to a member under these articles shall be given either in writing or by electronic means.
- 123 The company may give any notice to a member under these articles either personally to the member or by sending it by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company or by leaving it at that address; alternatively, in the case of a member who/which has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by electronic means.
- 124 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 125 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 126 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

### **Winding-up**

- 127 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 128 For the avoidance of doubt, a body to which property is transferred under article 127 may be a member of the company.
- 129 To the extent that effect cannot be given to article 127 (as read with article 128), the relevant property shall be applied to some charitable purpose or purposes.

## **Indemnity**

- 130 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 131 For the avoidance of doubt, the company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).