

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Cancer52

1 (1) The company's name is **Cancer52**
(and in this document it is called the 'charity').

(2) The company is registered under the Companies Act as a company limited by guarantee in England and Wales (7994413).

Interpretation

2 In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011; "the Chair " means the person for the time being the Chair of the Board;

"the Vice-Chair " means the person for the time being the Vice-Chair of the Board;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form; 'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Objects

3 The charity's objects ('Objects') are specifically restricted to the following:

To promote and protect the health of sufferers of rare and less common cancers for the public benefit by:

- (a) advancing and promoting the understanding, awareness, research and learning about rare and less common cancers;
- (b) acting as a collective voice and advocating for the needs of individuals affected by a rare or less common cancer in order to improve the outcomes of diagnosis, treatment and long-term support; and
- (c) supporting, representing and empowering not-for-profit organisations working in the field of rare and less common cancer.

Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

Powers

4 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such individuals as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to deposit or invest funds;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

- 5 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 58.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

6 General provisions

- (1) No director or connected person may:
- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

(c) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(e) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (2) and (3) of this article:

(a) 'charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares;
or

(iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Declaration of directors' interests

7 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

8 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Membership

9 (1) The members of the charity shall be its charity trustees for the time being. The only persons eligible to be members of the charity are its charity trustees. Membership of the charity cannot be transferred to anyone else. Any member and

charity trustee who ceases to be a charity trustee automatically ceases to be a member of the charity.

(2) The charity offers non-voting membership to organisations involved with rare and less common cancers, defined as all cancers other than breast, colon, lung and prostate.

(3) (a) The charity may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(b) The charity must inform the applicant in writing of the reasons for the refusal within twenty-eight days of the decision.

(c) The charity must consider any written representations the applicant may make about the decision. The charity decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable.

(5) The charity must keep a register of names and addresses of the members.

Classes of membership

10 (1) The charity may establish other classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The charity may not directly or indirectly alter the rights or obligations attached to a class of membership.

Termination of membership

11 Membership is terminated if:

(a) the organisation ceases to exist;

(b) the member charity resigns by written notice to the charity

(c) the member is removed from membership by a resolution of the charity that it is in the best interests of the charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:

(i) the member has been given at least twenty-eight days' notice in writing of the meeting of the charity at which the resolution will be proposed and the reasons why it is to be proposed;

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

Trustees

The Board shall from time to time make Regulations and Procedures for the appointment and re-appointment of Trustees and for the appointment and re-appointment of the Chair and Vice Chair.

Trustees are appointed for an initial 3-year term of office followed by the opportunity for renewals for a further three years per term. In most cases, Trustees will serve for a maximum of nine years but the term may go beyond this period if both parties agree it is beneficial to the organisation.

Directors

- 12 (1) A director must be a natural person aged 18 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 40.
- 13 The minimum number of directors shall be three and the maximum number shall be twelve.
- 14 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 15 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 16 (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- (4) As an incorporated company limited by guarantee, the charity, rather than its members or directors/trustees, is liable for the company's debts or for any other liabilities which might arise from its legal relationships provided the Trustees are acting within the scope of the Objects and Powers outlined in this document.

Role of Chair / Vice Chair

Chair

- Ensure Cancer52 is fulfilling its vision, mission and strategic and charitable objectives
- Maintain an effective, independent Board with a membership which represents the diversity of the population of people with rare and less common cancers.
- Chair the Board in accordance with its duties and responsibilities for corporate governance in line with charity law
- Ensure the Board makes clear decisions on strategy, policy, financial stewardship and risk exposure

- Support the Chief Executive Officer to achieve the charity's vision and mission.

Vice Chair

- Share the leadership of the board with the Chair
- Support the governance and leadership of the charity
- Assist with the preparation of agendas for board meetings in consultation with staff and other trustees, as requested
- Lead Trustee meetings when the Chair may not be present

Appointment of directors

17 The charity may by ordinary resolution appoint a person who is willing to act to be a director;

18 No person may be appointed a director at any meeting unless the charity is given a notice that:

(i) is signed by a Trustee entitled to vote at the meeting;

(ii) states the Trustee's intention to propose the appointment of a person as a director;

(iii) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

(iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

19 The appointment of a director, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

20 A director shall cease to hold office if he or she:

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

(2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(3) ceases to be a Trustee of the charity;

(4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

21 The directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

22 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any director may call a meeting of the directors.

(3) Questions arising at a meeting shall be decided by a majority of votes.

(4) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

23 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

24 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a meeting.

25 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

- 26 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

- 27 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Finance Sub-Committee

28 The Charity shall maintain a Finance Sub-Committee which meets on a periodic basis, whose purpose is to:

- review the charity's finances and accounts
- protect the charity's assets
- maintain and operate within the Charity's financial policies
- make informed decisions about the charity's financial position
- report to the Board as ultimate decision authority.

Validity of directors' decisions

- 29 (1) Subject to article 48(2), all acts by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 48(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 48(1), the resolution would have been void, or if the director has not complied with article 8.

Minutes

30 The directors must keep minutes of all:

- (a) appointments of officers made by the directors;
- (b) meetings of the directors and committees of directors including:
 - (i) the names of the directors present at the meeting;
 - (ii) the capacity in which Directors attended Board Meetings, e.g., Chair, Vice-Chair, Trustees.
 - (iii) the decisions made at the meetings; and
 - (iv) where appropriate the reasons for the decisions.

Accounts

31 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

32 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

33 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

34 Any notice to be given to or by any person pursuant to the articles:

(1) must be in writing; or

(2) must be given in electronic form.

35 (1) The charity may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member's email address.

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

36 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

37 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 38 (1) The charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a 'relevant director' means any director or former director of the charity.

Rules

- 39 (1) The directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The by-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity has the power to alter, add to or repeal the rules or byelaws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the charity.
- (5) The rules or by-laws shall be binding on all members of the charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

- 40 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Liability of members

- 41 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while active or within one year after membership ceases for:
- (a) payment of the charity's debts and liabilities incurred
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

Dissolution

- 42 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) Nothing in these articles of association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.
- (4) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

- 43 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 48 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister or other relative of the director;
- (b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution or body corporate which is controlled –
 - (i) by the director or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause d(i), when taken together
- (e) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.