

COMPANY NUMBER: 00723861  
CHARITY NUMBER: 326812

## WRITTEN RESOLUTION

-OF-

### CANCER AND POLIO RESEARCH FUND LIMITED ("the Company")

Circulation date: ..... 4 / 8 ..... 2018

Date passed: ..... 5 / 9 ..... 2018

Pursuant to chapter 2 of part 13 of the Companies Act 2006 the directors of the Company propose that the following Resolution is passed as a special resolution ("Resolution").

### SPECIAL RESOLUTION

THAT the Memorandum and Articles of Association of the Company be altered so as to take the form of the Memorandum and Articles of Association attached hereto, in substitution for, and to the exclusion of, any memorandum and articles of association of the Company previously registered with the Registrar of Companies.

### AGREEMENT

Please read the notes at the end of this document before signing your Agreement to the Resolution.

I, the undersigned, being entitled to vote on the above Resolution on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolution.

Signature: .....

Print Name: .....

Dated: .....



\*A7EZF8X\*  
21/09/2018 #247  
A18  
COMPANIES HOUSE

**THE COMPANIES ACT 1985 TO 1989**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**CANCER AND POLIO RESEARCH FUND LIMITED (Company No 00723861)**

1. The name of the Company (hereinafter called "the Association") is Cancer and Polio Research Fund Limited.
2. The registered office of the Association will be situate in England.
3. The objects of the Association are the advancement of education and the preservation of health and relief of sickness by the promotion of research into cancer and other crippling diseases.

In furtherance of these objects but not further or otherwise the Association may:

- (A) promote and foster interest in the work of persons and bodies carrying on research into cancer and other crippling diseases.
- (B) provide by way of gift, loan or otherwise, fees for persons and bodies carrying on research into cancer and other crippling diseases.
- (C) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
- (D) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (E) undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (F) borrow or raise money on such terms and on such security as may be thought fit.
- (G) invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (H) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (I) do all such other things as are necessary to the attainment or furtherance of the said objects or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be the subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any objects 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 Association would make it a Trade Union,

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of, the Association shall be chargeable for any such property that 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 or Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Clause 3 hereof 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 Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive an remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association,
  - (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association,
  - (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3% whichever is the greater.
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,
  - (d) of fees, remuneration or other benefits in money or money's worth to a Company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100 part of the capital of that company.
  - (e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expense.
- 5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry and the Charity Commission.
- 6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted pursuant to section 30 of the Companies Act 1985 is subject.
- 7. The liability of the members is limited.
- 8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding 50p.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association 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 on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to *some* charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association, 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association 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.

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

**THE COMPANIES ACT 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**

**CANCER AND POLIO RESEARCH FUND LIMITED (Company No 00723861)**

**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 thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
The Act	The Companies Act 1985
These presents	These Articles of Association, and the regulations of the Association <i>from time to time in force</i>
The Association	The above named Company
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
NWCR	North West Cancer Research (Incorporating Clatterbridge Cancer Research "CCR") registered charity number 519357 and company number 02165552 whose registered office is at North West Cancer Research Centre, 200 London Road, Liverpool, L3 9TA
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And 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 or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not consistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 6 but the Council may from time to time register an increase or decrease of members.
3. The provisions of section 352/353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. NWCR shall be the sole member of the Association unless such other individuals or organisations are admitted to membership by NWCR.
6. Not used.
7. Not used.
8. Not used.

#### **GENERAL MEETINGS**

9. The Association may, but need not, hold a General Meeting in every calendar year at its Annual General Meeting at such time and place as may be determined by the Council.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened, by such requisitionists, as provided by section 368 of the Act.
12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day for which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.
13. 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**

14. 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, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 4 members or one third of the total membership (whichever is the higher) personally present shall be a quorum but where the Association has fewer than 4 members, a quorum shall be present only when all members of the Association are present.

16. 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 Council may determine.
17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or all members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than 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 of 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.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the 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 been carried, or 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time 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.
21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. In the case of any 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,
23. The demand of 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**

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his

attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I,  
of  
a member of Cancer and Polio Research Fund Limited  
hereby appoint  
of  
and failing him,  
of  
to vote for me on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be)  
General Meeting of the Association to be held on  
the      day of      , and at every adjournment thereof.  
As witness my hand this      day of      19"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### **COUNCIL OF MANAGEMENT**

31. The number of members of the Council shall not be less than 3 and until otherwise determined by a general meeting not more than 8.
32. Not used.
33. Members of the Council of Management shall be appointed to office by NWCR (who may also, in its absolute discretion, remove such appointees at any time for any reason). Upon the occurrence of any vacancy NWCR shall be advised immediately and shall, within three months of such notification, provide an appointee to the board.
34. Not used.

#### **POWERS OF THE COUNCIL**

35. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association 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 Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation



made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

36. 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 admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose,

#### **SECRETARY**

37. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **THE SEAL**

38. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

39. The office of a member of the Council shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) Not used.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under sections 295 to 300 of the Act.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
  - (G) If he is removed from office in writing by NWCR.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

- 40. Not used.
- 41. Not used.
- 42. Not used.
- 43. Not used.
- 44. Not used.

45. Not used.

#### **PROCEEDINGS OF THE COUNCIL**

46. The Council may meet together for the dispatch of business; adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business but this shall never be less than two or one third of the total number of members of the Council. 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.
47. A member of the Council may, and on the request of a member 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.
48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed 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.
49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee 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. Such sub-committee shall report regularly to the Council
51. All acts bona fide done by any meeting of the Council or of any committee of the 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
52. 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 Association 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 the facts therein stated
53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### **ACCOUNTS**

54. The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.
55. The books of account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to

the inspection of the officers of the Association,

56. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
57. Each year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four 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 be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

#### **AUDIT**

58. Once at least in every year the accounts of the Association 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.*
59. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1985, the members of the Council being treated as the Directors mentioned in those provisions.

#### **NOTICES**

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him as such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
62. 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 prepaid letter.

#### **DISSOLUTION**

63. The provisions of Clause 7 of the Memorandum of Association shall have effect as if repeated herein.

**THE COMPANIES ACT 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**CANCER AND POLIO RESEARCH FUND LIMITED (Company No 00723861)**

1. The name of the Company (hereinafter called "the Association") is Cancer and Polio Research Fund Limited.
2. The registered office of the Association will be situate in England.
3. The objects of the Association are the advancement of education and the preservation of health and relief of sickness by the promotion of research into cancer and other crippling diseases.

In furtherance of these objects but not further or otherwise the Association may:

- (A) promote and foster interest in the work of persons and bodies carrying on research into cancer and other crippling diseases.
- (B) provide by way of gift, loan or otherwise, fees for persons and bodies carrying on research into cancer and other crippling diseases.
- (C) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections,
- (D) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (E) undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (F) borrow or raise money on such terms and on such security as may be thought fit.
- (G) invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (H) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (I) do all such other things as are necessary to the attainment or furtherance of the said objects or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be the subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any objects 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 Association would make it a Trade Union,

- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that 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 or Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in Clause 3 hereof 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 Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive an remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association,
    - (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association,
    - (b) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3% whichever is the greater.
    - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body,
    - (d) of fees, remuneration or other benefits in money or money's worth to a Company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100 part of the capital of that company.
    - (e) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expense.
  - 5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade and Industry and the Charity Commission.
  - 6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted pursuant to section 30 of the Companies Act 1985 is subject.
  - 7. The liability of the members is limited.
  - 8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding 50p.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association 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 on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to *some* charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association, 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association 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.

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

**THE COMPANIES ACT 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**

**CANCER AND POLIO RESEARCH FUND LIMITED (Company No 00723861)**

**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 thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
The Act	The Companies Act 1985
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Association	The above named Company
The Council	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
NWCR	North West Cancer Research (Incorporating Clatterbridge Cancer Research "CCR") registered charity number 519357 and company number 02165552 whose registered office is at North West Cancer Research Centre, 200 London Road, Liverpool, L3 9TA
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

And 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 or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not consistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is 6 but the Council may from time to time register an increase or decrease of members.
3. The provisions of section 352/353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. NWCR shall be the sole member of the Association unless such other individuals or organisations are admitted to membership by NWCR.
6. Not used.
7. Not used.
8. Not used.

#### **GENERAL MEETINGS**

9. The Association may, but need not, hold a General Meeting in every calendar year at its Annual General Meeting at such time and place as may be determined by the Council.
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened, by such requisitionists, as provided by section 368 of the Act.
12. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day for which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.
13. 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**

14. 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, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 4 members or one third of the total membership (whichever is the higher) personally present shall be a quorum but where the Association has fewer than 4 members, a quorum shall be present only when all members of the Association are present.



16. 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 Council may determine.
17. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or all members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than 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 of 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.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by *a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the 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 been carried, or 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.*
20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time 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.
21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
22. In the case of any 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,
23. The demand of 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**

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or his

attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I,  
of  
a member of Cancer and Polio Research Fund Limited  
hereby appoint  
of  
and failing him,  
of  
to vote for me on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be)  
General Meeting of the Association to be held on  
the      day of      , and at every adjournment thereof.  
As witness my hand this      day of      19"

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### **COUNCIL OF MANAGEMENT**

31. The number of members of the Council shall not be less than 3 and until otherwise determined by a general meeting not more than 8.
32. Not used.
33. Members of the Council of Management shall be appointed to office by NWCR (who may also, in its absolute discretion, remove such appointees at any time for any reason). Upon the occurrence of any vacancy NWCR shall be advised immediately and shall, within three months of such notification, provide an appointee to the board.
34. Not used.

#### **POWERS OF THE COUNCIL**

35. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association 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 Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation

made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

36. 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 admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose,

#### **SECRETARY**

37. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **THE SEAL**

38. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

39. The office of a member of the Council shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (B) If he becomes of unsound mind.
  - (C) Not used.
  - (D) If by notice in writing to the Association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under sections 295 to 300 of the Act.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
  - (G) If he is removed from office in writing by NWCR.

#### **ROTATION OF MEMBERS OF THE COUNCIL**

- 40. Not used.
- 41. Not used.
- 42. Not used.
- 43. Not used.
- 44. Not used.

45. Not used.

#### **PROCEEDINGS OF THE COUNCIL**

46. The Council may meet together for the dispatch of business; adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business but this shall never be less than two or one third of the total number of members of the Council. 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.
47. A member of the Council may, and on the request of a member 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.
48. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed 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.
49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
50. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee 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. Such sub-committee shall report regularly to the Council
51. All acts bona fide done by any meeting of the Council or of any committee of the 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
52. 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 Association 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 the facts therein stated
53. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### **ACCOUNTS**

54. The Council shall cause books of account or accounting records to be kept in accordance with the requirements of the Companies Acts.
55. The books of account shall be kept at the office, or, subject to the provisions of the Companies Acts, at such other place or places as the Council shall think fit, and shall always be open to

the inspection of the officers of the Association,

56. The Council shall from time to time determine whether and to what extent and at what times *and places and under what conditions or regulations* the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
57. Each year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four 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 be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

#### **AUDIT**

58. Once at least in every year the accounts of the Association 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.
59. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1985, the members of the Council being treated as the Directors mentioned in those provisions.

#### **NOTICES**

60. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
61. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him as such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
62. 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 prepaid letter.

#### **DISSOLUTION**

63. The provisions of Clause 7 of the Memorandum of Association shall have effect as if repeated herein.