

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
CHILDREN with CANCER UK

Amended by Written Resolutions dated 22 December 2006 and 12th May 2007

1. MEMBERSHIP

- 1.1 The Charity must maintain a register of members.
- 1.2 Membership of the Charity is open to any individual interested in promoting the Objects who:
 - 1.2.1 applies to the Charity in the form required by the Trustees;
 - 1.2.2 is a Trustee; and
 - 1.2.3 signs the register of members or consents in writing to become a member.
- 1.3 The Trustees may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.4 Membership is terminated if the member concerned:
 - 1.4.1 gives written notice of resignation to the Charity;
 - 1.4.2 ceases to be a Trustee;
 - 1.4.3 dies;
 - 1.4.4 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
 - 1.4.5 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.
- 1.5 Membership of the Charity is not transferable.

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings personally.
- 2.2 An AGM and an EGM called for the passing of a special or elective resolution shall be called by giving at least 21 clear days' notice. All other EGMs shall be called by giving at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 2.2.1 in the case of an AGM, by all the members entitled to attend and vote at the meeting; and
- 2.2.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights of all the members.
- 2.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- 2.4 There is a quorum at a general meeting if the number of members present in person is at least two-thirds of the members.
- 2.5 If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned until the same day in the next week at the same time and place or such other day, time and place as the Trustees may determine, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum.
- 2.6 The chairman of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 2.7 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.8 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a simple majority of the votes cast.

- 2.9 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every member present in person has one vote on each issue.
- 2.10 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 2.11 Except at first, the Charity must hold an AGM in every year. The first AGM must be held within eighteen months after the Charity's incorporation.
- 2.12 At an AGM the members:
- 2.12.1 receive the accounts of the Charity for the previous financial year;
 - 2.12.2 receive the Trustees' report on the Charity's activities since the previous Trustees' report (if any);
 - 2.12.3 accept the retirement of those Trustees who wish to retire;
 - 2.12.4 elect Trustees to fill any vacancies arising;
 - 2.12.5 appoint auditors for the Charity;
 - 2.12.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
 - 2.12.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.13 Any general meeting which is not an AGM is an EGM.
- 2.14 An EGM may be called at any time by the Trustees or by the Secretary at the direction of two or more of the Trustees and must be convened within twenty-one days following a written request from the members pursuant to the provisions of the Companies Act.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of at least two individuals, all of whom must be members or must have agreed in writing, following an invitation by the other Trustees, to become a member.

- 3.3 The subscribers to the Memorandum are the first Trustees.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.5 Subject to the following provisions of this Article, a Trustee shall be elected at an AGM.
- 3.6 The members may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided always that not less than fourteen nor more than thirty-five calendar days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his willingness to be appointed.
- 3.7 A Trustee's term of office automatically terminates if he or she:
- 3.7.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 3.7.2 is or may be suffering from mental disorder and either:
 - (a) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - 3.7.3 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM) or fails to become a member within thirty days of becoming a Trustee;
 - 3.7.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - 3.7.5 is removed by a resolution of the members pursuant to the provisions of the Companies Act.
- 3.8 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. TRUSTEES' PROCEEDINGS

4.1 The Trustees must hold at least three meetings each year.

4.2 The quorum for the transaction of such business of the Trustees may be fixed by the Trustees and unless so fixed shall be at least two-thirds of the Trustees for the time being. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

4.4 Edward James O’Gorman shall be the first Chairman. The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

4.6 Except for the chairman of the meeting, who in the case of an equality of votes, shall have a second or casting vote, every Trustee has one vote on each issue.

4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. TRUSTEES' POWERS

The Trustees have the following powers in the administration of the Charity:

- 5.1 To appoint (and remove) any individual (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 5.2 To appoint (and remove) a Chairman, Treasurer and other honorary officers from among their number.
- 5.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- 5.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.8 To exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual returns;
 - 6.1.2 annual reports; and
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
 - 6.2.1 all proceedings at general meetings;

- 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

7. NOTICES

- 7.1 Notices under the Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address.
 - 7.3.2 two clear days after being sent by first class post to that address.
 - 7.3.3 three clear days after being sent by second class or overseas post to that address.
 - 7.3.4 on the date of publication of a newspaper containing the notice.
 - 7.3.5 on being handed to the member personally or, if earlier,
 - 7.3.6 as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. INTERPRETATION

9.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

“AGM”

means an annual general meeting of the Charity;

“the Articles”

means the Charity’s articles of association;

“Chairman”

means the chairman of the Trustees;

“the Charity”

means the company governed by the Articles;

“the Charities Act”

means the Charities Act 1993;

“charity trustee”

has the meaning prescribed by section 97(1) of the Charities Act;

“clear day”

means twenty-four hours from midnight following the relevant event;

“the Commission”

means the Charity Commissioners for England and Wales;

“the Companies Act”

means the Companies Act 1985;

“connected person”

means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any company of which a Trustee is a member (other than where his membership interest is no more than a one percent shareholding), officer or employee, and any firm of which a Trustee is a member or employee;

“custodian”

means a person or body who undertakes safe custody of assets or of documents or records relating to them;

“EGM”

means an extraordinary general meeting of the Charity;

“financial expert”

means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“financial year”

means the Charity’s financial year;

“firm”

includes a limited liability partnership;

“indemnity insurance”

means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or a breach of duty;

“informal membership”

refers to a supporter who may be called a ‘member’ but is not a company member of the Charity;

“material benefit”

means a benefit which may not be financial but has a monetary value;

“member” and “membership”

refer to company membership of the Charity;

“Memorandum”

means the Charity's Memorandum of Association;

“month”

means calendar month;

“nominee company”

means a corporate body registered or having an established place of business in England and Wales;

“the Objects”

means the Objects of the Charity as defined in clause 3 of the Memorandum;

“one percent shareholding”

means an interest in shares in a company which represent no more than one per cent of the issued shares of the relevant class;

“Secretary”

means the company secretary of the Charity;

“taxable trading”

means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax.

“Trustee”

means a director of the Charity and **“Trustees”** means the directors;

“written” or “in writing”

refers to a legible document on paper including a fax message;

“year”

means calendar year.

- 9.2 Expressions defined in the Companies Act have the same meaning.
- 9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAMES ADDRESSES AND SIGNATURES OF SUBSCRIBERS

Name: Edward James O’Gorman
Address: 95 Mount Pleasant Lane
Bricket Wood
St Albans
Hertfordshire AL2 3XF

Occupation: Company Director
Date: 11 November 2003

Witness’ name: Sandra Mileham
Witness’ address: 93 Mount Pleasant Lane
Bricket Wood
St Albans
Hertfordshire AL2 3XP

Witness’ occupation: Housewife

Name: Marion Rose O’Gorman
Address: 95 Mount Pleasant Lane
Bricket Wood
St Albans
Hertfordshire AL2 3XF

Occupation: Housewife
Date: 11 November 2003

Witness’ signature: Sandra Mileham
Witness’ address: 93 Mount Pleasant Lane
Bricket Wood
St Albans
Hertfordshire AL2 3XP

Witness’ occupation: Housewife