

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of

THE INSTITUTE OF CANCER RESEARCH:
ROYAL CANCER HOSPITAL

Incorporated the 4th day of June 1954

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH

THE COMPANIES ACT 2006

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The marginal notes have been prepared as a guide to The ICR's Articles of Association. These notes do not amend, replace or form part of the constitution

(Amended by Special Resolutions passed 26 November 1986,
5 December 1996, 20 March 2001 and 15 March 2005 and 29 September 2011)

1. NAME

1.1 The name of the Company ("**The ICR**") is "THE INSTITUTE OF CANCER RESEARCH: ROYAL CANCER HOSPITAL".

1.2 The name of The ICR may be changed by a resolution of the Board of Trustees.

2. REGISTERED OFFICE

The registered office of **The ICR** will be situate in England.

3. DEFINITIONS AND INTERPRETATION

Definitions

In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS

MEANINGS

Academic Dean

the academic dean of **The ICR** for the time being by whatever name so called;

these Articles

these Articles of Association, as originally framed, or as from time to time altered by Special Resolution;

the Board of Trustees

the Board of Trustees of **The ICR** hereinafter referred to;

Cancer Research UK

a charity registered in England and Wales with the Charity Commission (registered number 1089464);

Chief Executive	the chief executive of The ICR for the time being by whatever name so called;
the Executive Strategy Board	the Executive Strategy Board of The ICR hereinafter referred to;
the Hospital	The Royal Marsden NHS Foundation Trust;
Member	a member of The ICR ;
the Office	the registered office of The ICR ;
the Seal	the Common Seal of The ICR ;
the Statutes	the Companies Acts 1985, 1989 and 2006 and every statutory modification or re-enactment thereof for the time being in force;
the United Kingdom	Great Britain and Northern Ireland;
the University	the University of London;
in writing	written, or produced by any substitute for writing, or partly one and partly another.

And the expression "the Secretary" shall include an assistant or deputy Secretary and any officer who may be appointed from time to time by the Board of Trustees to perform any of the duties of the Secretary.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

4. OBJECTS

The exclusively charitable objects for which **The ICR** is established are the study of disease and particularly the disease of cancer and allied diseases; to initiate, encourage, support and carry out research into the causes, prevention, diagnosis and methods of treatment of such diseases; to assist in the prevention, diagnosis and treatment of such diseases, and to provide for the education and practical training in subjects relevant to the study of cancer and allied diseases and the alleviation of suffering.

Objects

5. POWERS

5.1 In furtherance of the above charitable objects but not further or otherwise **The ICR** shall have the following powers:

Powers

- (a) To provide instruction for the foregoing purposes, on such terms and conditions and upon the payment of such fees (if any) as may from time to time be determined;
- (b) To carry out all or any of the foregoing objects, either alone or in conjunction or association with any hospital, or any other institution or body whose co-operation is deemed desirable in the interests of **The ICR** whether incorporated or unincorporated;

To provide instruction

(alone or with others) to carry out objects

(c) To enter into and carry out arrangements or agreements with the Hospital and other hospitals or bodies or any of them for providing for **The ICR** facilities for the promotion of the objects of **The ICR**;

To have agreements with RMNHST & others to further objects

(d) To purchase or otherwise acquire any lands or buildings to be used for any purpose of **The ICR** and generally any property, real or personal, or any estate or interest therein, required for any purpose of **The ICR**, and to hold, sell, lease, deal with and dispose of the same in such manner as may be thought expedient for the purposes of **The ICR**;

To buy, sell or hold land and other property

(e) To borrow or raise money, and to issue debentures or other securities, and to mortgage and charge all or any part of the property of **The ICR** for the purpose of promoting its objects;

To borrow/raise money

(f) To amalgamate, affiliate or co-operate with or subscribe to any other institute, hospital, association, society or corporation in any part of the world, whose objects are or include objects in general respects similar to the objects of **The ICR** and in particular to become a constituent member, associate or affiliate of the University and to arrange for and become a party to co-ordination with any other authority now or at any time hereafter providing post-graduate medical or scientific education in London, provided that **The ICR** shall not amalgamate or affiliate with, or subscribe to any other association, society or corporation, which shall not prohibit the distribution of its income and property by way of dividend or otherwise amongst its Members to an extent at least as great as is imposed upon **The ICR** by virtue of Article 6 hereof;

To amalgamate/affiliate/co-operate with bodies with similar objects

Except profit making bodies which distribute dividends

(g) To apply for, petition for, or promote any Act of Parliament, Royal Charter or other authority for the furtherance of the objects of **The ICR**;

Acts of Parliament/ Royal Charter

(h) To undertake and execute any trusts which may lawfully be undertaken by **The ICR** and may be conducive to its objects, including acting as trustee under wills and settlements and as executor or administrator of the estate of any deceased person;

To execute trusts

(i) To accept and use gifts of money or other property made for any one or more of the purposes of **The ICR**;

To accept gifts

(j) To invest and deal with any moneys of **The ICR** not immediately required for its purposes in or upon such investments and in such manner as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;

To invest

Subject to CC jurisdiction

(k) To subscribe and hold shares or otherwise become a member of any body corporate the profits of which are intended to benefit **The ICR** or otherwise to assist the fulfillment of **The ICR**'s objects;

To subscribe for/hold shares

(l) To delegate upon such terms and with such remuneration as **The ICR** shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (j) Provided Always that:

To delegate to professional investment managers

(i) Subject to Article 5.2 hereof, the Managers shall be persons who are entitled to carry on investment business under the provisions of the

Managers authorised under FSMA 2000

Financial Services and Markets Act 2000 or any statutory modification or re-enactment of the same;

- | | | |
|-------|---|--|
| (ii) | The ICR shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by The ICR and The ICR shall use its best endeavours to ensure that those guidelines are observed; | <i>Delegation under clear investment policy guidelines</i> |
| (iii) | the Managers shall be under a duty to report promptly to The ICR any exercise of the power delegated as aforesaid and to report all transactions daily (unless there are proper operational reasons for not doing so or it is otherwise not practicable) and in any event at least within 14 days and to report on performance of any investments managed by them at least every 3 months; | <i>Managers' reporting duties</i> |
| (iv) | The ICR shall at all times be free forthwith to review alter or determine such delegation and the terms thereof; | <i>Alteration of delegation</i> |
| (v) | The ICR shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by The ICR to undertake such review within the said period of 12 months shall not invalidate the delegation; | <i>Review of delegation at least 12 monthly</i> |
| (m) | To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The ICR in the shape of donations, annual subscriptions or otherwise; | <i>Personal or written appeals to raise funds</i> |
| (n) | To establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee any money for charitable purposes in any way connected with the purposes of The ICR ; | <i>To establish/ support charitable bodies to subscribe/ guarantee</i> |
| (o) | Subject to Article 6, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers on such terms as to pay and conditions of service (including grievance and appeals mechanisms) as may from time to time be determined; | <i>To appoint staff</i> |
| (p) | To provide pensions, gratuities, or other benefits for the employees of The ICR not being Members thereof; | <i>To provide pensions to employees</i> |
| (q) | Out of the funds of The ICR to pay or provide for the costs, charges and expenses of and incidental to the formation and incorporation of The ICR and all matters ancillary thereto; | <i>To pay incorporation costs</i> |
| (r) | To publish or procure the publication and circulation of books, periodicals and pamphlets relating to the purposes of The ICR ; | <i>To publish</i> |
| (s) | To promote public awareness of matters relating to The ICR's principal objects, in particular, the diagnosis, prevention and treatment of cancer and related diseases; | <i>To promote public awareness of the Institute's objects</i> |
| (t) | To appoint an individual as a nominee of The ICR to apply for a grant of probate or a grant of letters of administration in any case in which The ICR is empowered to apply for such a grant; and | |

- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

To do other things in furtherance of objects

Provided that:

- (1) in case **The ICR** shall take or hold any property which may be subject to any trusts, **The ICR** shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

Property subject to trusts

- (2) the objects of **The ICR** shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employees;

No extension to regulation between workers and employees

- (3) in case **The ICR** shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales **The ICR** 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 governing body of **The ICR** 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 governing body have been if no incorporation had been effected, and the incorporation of the Institution shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if **The ICR** were not incorporated.

Property subject to jurisdiction of Charity Commission

Governing body accountable for their acts as if no incorporation

5.2 In exercise of the power provided by Article 5.1 (l) hereof, **The ICR** may delegate to professional investment managers that do not comply with the provisions of Clause 5.1 (l) (i) ("Non-Compliant Managers") provided that prior to any such delegation **The ICR**:

Appointment of non-FSA regulated managers

- (a) is satisfied that there are exceptional circumstances relating to the skills and experience required for the management of the type of investment contemplated that justify the use of Non-Compliant Managers;
- (b) takes reasonable steps to identify and assess the suitability of professional investment managers that are capable of undertaking the said type of investment and are regulated in accordance with Clause 5.1 (l) (i); and
- (c) is satisfied that:
- (i) the Non-Compliant Managers to whom it wishes to delegate have the requisite ability in and practical experience of financial and other relevant matters; and
- (ii) the advantages of using such Non-Compliant Managers outweigh any risks.

5.3 Any decision to delegate pursuant to Clause 5.1 (l) hereof to Non-Compliant Managers must be taken at a properly convened and constituted meeting of the Board of Trustees.

Appointment by BoT only

6. BENEFITS TO MEMBERS AND TRUSTEES

The income and property of **The ICR** shall be applied solely towards the promotion of its objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of **The ICR** and no member of the Board of Trustees shall be appointed to any office of **The ICR** remunerated by salary or fees or receive any remuneration or other benefit in money or money's worth from **The ICR** Provided that nothing in this document shall prevent any payment in good faith by **The ICR**:

Rules for application of funds

(a) of reasonable and proper remuneration for any services rendered to or on behalf of **The ICR** by any Member, officer or servant of **The ICR** who is not a member of the Board of Trustees, any Professor, Reader or Teacher of the University or any visiting medical or other professional staff of the Hospital or any other hospital;

No salaries to Members or members of BoT

(b) of interest on money lent by any Member of **The ICR** or Board of Trustees at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Trustees;

Interest on money lent by Member

(c) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Trustees may also be a member holding not more than 1/100th part of the issued capital of that company;

Fees to company in which member of BoT holds shares

(d) of reasonable and proper rent for property demised or let by any Member of **The ICR** or Board of Trustees;

Rent for Members' property

(e) to any member of the Board of Trustees of reasonable out of pocket expenses;

Out of pocket expenses for BoT members

(f) of reasonable remuneration to any member of the Board of Trustees (or any person connected to a member of the Board of Trustees whose remuneration might result in a member of the Board of Trustees obtaining a material benefit) in respect of his/her employment by **The ICR**, provision of professional services to **The ICR** or the giving of lectures to or on behalf of **The ICR** notwithstanding that she/he is a member of the Board of Trustees: Provided that:

Payment to member of BoT for professional services

(i) a member of the Board of Trustees withdraws from any meeting at which his/her appointment, remuneration or other terms of employment or the appointment or the remuneration or other terms of employment of any other employee or employees which might affect the member of the Board of Trustees is being discussed; and

Withdraw from meetings at which discussed

(iii) the majority of the members of the Board of Trustees do not receive remuneration in respect of employment by the ICR.

Minority receive remuneration

7. MEMBERS

Members

7.1 The liability of the Members of **The ICR** is limited.

7.2 The Members of **The ICR** shall be:

Members' liability is limited

(a) the subscribers to the Memorandum of Association

- (b) one person nominated by such body or bodies as the Board of Trustees shall from time to time determine; and
- (c) such other persons (being eligible for membership) as the Board of Trustees shall resolve to admit to membership of **The ICR**.

Nominated Members

7.3 The following persons shall be eligible to become Members namely any person who is in the opinion of the Board of Trustees interested in or whose membership would in their opinion be likely to assist in the furtherance of the objects of **The ICR**

Eligibility

Provided that no person, other than the subscribers to the Memorandum, shall become a Member unless and until his name shall, with his consent in writing, be entered as a Member in the register of Members of **The ICR**.

Register

7.4 Nominations of Members shall be effected by an instrument in writing delivered to the Office and signed by or on behalf of the person making the nomination. Each nominating body may make such nominations from time to time as it thinks fit and may by notice in writing given in such manner nominate a person to replace the person previously nominated by it.

Method of nomination

8. RIGHTS OF MEMBERS

8.1 The rights of a Member as such shall be personal to himself, shall not be transferable, and shall cease on his death.

Membership personal

8.2 A Member may by notice in writing to **The ICR** resign his membership and on receipt by **The ICR** of such resignation he shall cease to be a Member. A Member will be deemed to have resigned if he does not attend at least one of three consecutive meetings without good reason and does not respond positively to at least one of two consecutive postal enquiries asking if he wishes to continue to be a Member.

Resignation

Deemed resignation

8.3 The Board of Trustees may, if they think fit, by notice in writing request any Member who shall have acted in a way which the Board of Trustees consider to be detrimental to the interests or well being of **The ICR** to resign his membership, and he shall be treated as having resigned from the date specified in the notice unless he tenders his resignation with effect from an earlier date in which case it shall be that earlier date. Provided that no such notice shall be given except pursuant to a resolution of the Board of Trustees passed at a meeting specially convened to consider the case and at which the Member whose conduct is in question shall be given a proper opportunity of attending and being heard.

Removal of Members

9. GENERAL MEETINGS

9.1 The Board of Trustees may, whenever they think fit, convene a general meeting of **The ICR** (a "**General Meeting**"), and general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by ss 303-305 of the Companies Act 2006.

EGMs

9.2 A General Meeting may be called on a written request to the Board of Trustees from at least 10% of the Members or, if more than twelve months have passed since **The ICR** last held a General Meeting, from 5% of the Members. On receipt of such written request the Board of Trustees must call a General Meeting within 21 days and the

General Meeting must be held not more than 28 days after the date of the notice calling the General Meeting.

- 9.3 Any general meeting of **The ICR** may be called or known as a Court of Members.

*Court of
Members*

10. NOTICE OF GENERAL MEETINGS

- 10.1 Fourteen days' notice in writing at least of every General Meeting (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given) shall be given in manner hereinafter mentioned to the Auditors and to such Members as are, under the provisions herein contained, entitled to receive notices from **The ICR**. Every notice of an Annual General Meeting shall specify the meeting as such.

*Length of
Notice*

Recipients

- 10.2 Every notice of a General Meeting shall specify the place, the day and the hour of the meeting, and in case of special business the general nature of such business, and the notice convening a meeting to pass a Special Resolution shall also specify the intention to propose the resolution as a Special Resolution.

*Contents of
Notice*

- 10.3 The accidental omission to give notice of a General Meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at the meeting.

*Accidental
omission/non
receipt*

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 All business shall be deemed special that is transacted at General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the ordinary reports of the Board of Trustees and Auditors, the election of Auditors and the fixing of their remuneration.

*Definition of
special
business*

- 11.2 No business shall be transacted at any General Meeting unless a quorum is present at the commencement of the business. Five Members present in person shall be a quorum.

*GM quorum –
five Members*

- 11.3 If within 15 minutes from the time appointed for a 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 following week at the same time and place, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the Members present shall be a quorum.

*Procedure if
inquorate*

- 11.4 The Chairman and Deputy Chairman appointed pursuant to Article 16.3 shall be the Chairman and Deputy Chairman of meetings of the Members but if no such Chairman or Deputy Chairman be elected, or if at any meeting they be not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairman of the meeting.

- 11.5 The chairman of the meeting may, with the consent of 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 left unfinished at the meeting from which the adjournment took place.

*Adjournment
by Chair*

12. VOTES

- 12.1 At any General Meeting a resolution put to the meeting shall be decided on a show of hands, unless a poll is demanded by the chairman of the meeting or by at least two Members present in person or by proxy, and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 12.2 If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting, provided that a poll taken on the election of a chairman of a meeting or on a question of adjournment shall be taken at the meeting forthwith without adjournment.
- 12.3 In case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second and casting vote.
- 12.4 On a show of hands and on a poll every Member present in person or by proxy, shall have one vote. For the avoidance of doubt, a person who has been appointed as proxy for more than one Member has as many votes as proxy forms that he holds in addition, if he is a Member, to any vote that he has as a Member.
- 12.5 On a poll votes may be given in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor in the usual form or in such form as the Board of Trustees shall approve, and the person appointed a proxy need not himself be a Member. The instrument appointing a proxy shall be deposited at the Office not less than 48 hours excluding bank holidays and weekends before the time appointed for holding the meeting at which the person named as proxy in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.6 Subject to Article 12.13, any resolution that may be passed validly at a general meeting of **The ICR** may be passed as a written resolution.
- 12.7 A written resolution may be proposed by the Board of Trustees or by 5% or more of the Members (on written request to the Board of Trustees).
- 12.8 If the Members exercise their right to propose a written resolution they may also require **The ICR** to circulate with it an accompanying statement of up to 1,000 words on the subject matter of the resolution; and such Members shall meet the costs of circulating the written resolution (and, where relevant, any accompanying statement), unless **The ICR** resolves otherwise.
- 12.9 The Board of Trustees must circulate any proposed written resolution to all Members, together with:
- (a) any accompanying statement;
 - (b) guidance on how to signify agreement to the resolution; and
 - (c) the date by which the resolution must be passed if it is not to lapse.

Taking polls

Chair's casting vote

One member one vote

Proxy voting

- 12.10 A Member signifies agreement to the proposed written resolution when The ICR receives from him an authenticated document (whether in hard copy or electronic form) identifying the resolution to which it relates and his agreement to it.
- 12.11 Subject to Article 12.12, a written resolution is passed when:
- (a) in the case of an ordinary resolution, a simple majority of the members have signified their agreement to it; and
 - (b) in the case of a special resolution, at least 75% of the members have signified their agreement to it.
- 12.12 A proposed written resolution lapses if it is not passed before the end of 28 days (excluding weekends and bank holidays) beginning on the first day on which it was circulated.
- 12.13 The following may not be passed as a written resolution:
- (a) a resolution to remove a member of the Board of Trustees before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.

13. BOARD OF TRUSTEES

13.1 The Board of Trustees shall consist of the following persons:

- (a) one person to be appointed by the Hospital;
- (b) the following ex officio members:
 - (i) the Chief Executive; and
 - (ii) the Academic Dean;
- (c) one person being a member for the time being of the Academic Board to be appointed by the Academic Board;
- (d) one person appointed by Cancer Research UK;
- (e) one person being a student member of The ICR for the time being to be elected by the student members of The ICR; and
- (f) not more than twelve persons appointed by the Board of Trustees including persons nominated by such body or bodies as the Board of Trustees shall on such terms and from time to time determine.

Membership of the Board of Trustees

13.2 An ex officio member of the Board of Trustees shall vacate office upon ceasing to hold the appointment by virtue of which he was an ex officio member but shall be eligible to become an appointed member.

Ex officio members

13.3 Appointments of appointed members of the Board of Trustees shall be effected by instrument in writing delivered at the Office and signed by or on behalf of the body making the appointment. Every appointed member of the Board of Trustees shall

Appointment of appointed members of the Board

(subject to Article 13.9) hold office for such periods as the Board of Trustees shall determine for membership from time to time. Each appointing body may make appointments as aforesaid from time to time as it may think fit for the purpose of filling vacancies for the time being in the offices of the member or members of the Board of Trustees which it is entitled to appoint.

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|------|--|--|
| 13.4 | The Hospital, Cancer Research UK and, if and for so long as the nominee of a nominating body identified pursuant to Article 13.1(f) is a member of the Board of Trustees, that body may each appoint an alternate member of the Board of Trustees to receive notice of and attend and vote at any meetings of the Board of Trustees or committees of which the member (“the Original Board Member”) of the Board of Trustees appointed by it is a member at which the Original Board Member is not personally present, and generally to perform all the functions of the Original Board Member as a member of the Board of Trustees in his absence. It shall not be necessary to give notice of any such meetings to an alternate who is absent from the United Kingdom. | <i>Hospital, Cancer Research UK and nominating body alternate members of the Board of Trustees</i> |
| 13.5 | An alternate member of the Board of Trustees shall cease to be an alternate member if the Original Board Member ceases to be such a member; but, if the Original Board Member is re-appointed any appointment of the alternate member which was in force immediately prior to his ceasing to be a member shall continue after his reappointment. | <i>Reappointment of Members and alternate members</i> |
| 13.6 | Any appointment or removal of an alternate member shall be by notice to The ICR signed by the body making or revoking the appointment or in any other manner approved by the Board of Trustees. | <i>Removal of alternate member</i> |
| 13.7 | Save as otherwise provided in the Articles, an alternate member shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Original Board Member. | <i>Deemed duties</i> |
| 13.8 | The student elected to the Board of Trustees shall not participate in the consideration of reserved areas of business by the Board of Trustees or any committee or board constituted under these Articles and shall withdraw at the request of the chairman of the meeting for the duration of discussion of such business. Reserved areas of business shall be the appointment, promotion, dismissal and any other matter affecting the personal affairs of individual Professors, Readers and Teachers of The ICR and other members of the staff of The ICR and the admission and academic assessment of individual students. Papers for consideration at meetings of any such bodies and minutes and other records relating to such matters shall not at any time be available to students, whether members of the body or not. The chairman of the meeting shall decide in any case of doubt whether the matter is one to which this Article applies and the chairman's decision shall be final. | <i>Non participation of student members in reserved areas of business</i> |
| 13.9 | The office of a member of the Board of Trustees shall be vacated in any of the following events, namely if: | <i>Automatic vacation of office</i> |
| | (a) he is disqualified under the Charities Act 1993 from acting as a charity trustee; | |
| | (b) he become bankrupt or compound with his creditors; | <i>Bankrupt</i> |
| | (c) he be found lunatic or becomes of unsound mind; | <i>Unsound mind</i> |
| | (d) he resign his office by writing under his hand left at the Office; | <i>Resignation</i> |

- (e) (not being an ex officio member) he be requested to resign by a resolution of the Board of Trustees passed by a three-fourths majority of the members thereof present at a meeting of which at least seven days' notice in writing indicating the intention to propose such resolution shall have been given; *Requested to resign*
- (f) being an appointed member his appointment be rescinded by the body which appointed him; *Rescinded*
- (g) he be removed from office by resolution passed by a majority of the members present and voting at a general meeting after the meeting has reviewed the views of the member of the Board of Trustees concerned and considered the matter in the light of any such views. *Removal*

14. POWERS OF THE BOARD OF TRUSTEES

14.1 The Board of Trustees shall manage all the affairs, business and property of **The ICR** and may exercise all such powers of **The ICR** as are not by the Statutes or by these Articles required to be exercised by **The ICR** in General Meeting, subject nevertheless to the provisions of the Statutes and to such regulations (not being inconsistent with the provisions of these Articles) as may be prescribed by **The ICR** in General Meeting, but no regulations made by **The ICR** in General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made. *Powers of the Board of Trustees*

14.2 The Board of Trustees shall cause minutes to be made in books provided for the purpose: *Content of Minutes*

- (a) of all appointments of officers made by the Board of Trustees;
- (b) of all the names of the members of the Board of Trustees present at a meeting of the Board of Trustees and of any sub-committee;
- (c) of all resolutions and proceedings of all meetings of **The ICR** and of the Board of Trustees or of any sub-committees.

15. THE SEAL

The Seal shall not be affixed to any instrument except by the authority of a resolution by the Board of Trustees and in the presence of a member of the Board of Trustees, or such other person as the Board of Trustees may appoint for the purpose, and of the Secretary or such other person as the Board of Trustees may appoint for the purpose. That member of the Board of Trustees or other person as aforesaid and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed as aforesaid. *Use of Seal*

16. PROCEEDINGS OF THE BOARD OF TRUSTEES

16.1 The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Subject to the provisions of Article 6 questions arising at any meeting shall be determined by a majority of votes, but in case of an equality of votes the chairman of the meeting shall have a second and casting *Regulation of business*

Quorum - five

vote. The quorum necessary for the transaction of the business of the Board of Trustees shall be five members of the Board of Trustees.

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

*Board may meet
by electronic
means*

16.3 The Board of Trustees may elect from its members a Chairman, and Deputy Chairman of The ICR to be the Chairman, and Deputy Chairman of meetings of the Board of Trustees and of the Members and shall determine the period for which each is to hold office.

16.4 The Board of Trustees may elect from its members an Honorary Treasurer to be the Honorary Treasurer of The ICR and shall determine the period for which he is to hold office.

16.5 The Chairman or any three members of the Board of Trustees may, and the Secretary at the request of the Chairman or any three members of the Board of Trustees shall, at any time summon a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting of the Board of Trustees to any member thereof for the time being absent from the United Kingdom.

*Summoning
meetings*

16.6 The Chairman and Deputy Chairman appointed pursuant to Article 16.3 shall be the Chairman and Deputy Chairman of meetings of the Board of Trustees but if no such Chairman or Deputy Chairman be elected, or if at any meeting they be not present within five minutes after the time appointed for holding the meeting, the members of the Board of Trustees present may choose one of their number to be chairman of the meeting.

17.7 The members for the time being of the Board of Trustees may act notwithstanding any vacancy in the Board of Trustees but if and so long as the number of members of the Board of Trustees is or is reduced below seven, the members for the time being may act for the purpose of admitting new Members of **The ICR** or of appointing co-opted members of the Board of Trustees or of summoning General Meetings of **The ICR** but not for any other purpose.

*Minimum
number of
members -
seven*

16.8 Subject to Article 5.3, the Board of Trustees may delegate any of its powers to the Executive Strategy Board and other sub-committees consisting of such persons as the Board of Trustees shall think fit together with such persons as the sub-committee chooses to co-opt (if any) provided that at all times unless Article 16.9 applies the majority of members of any sub-committee shall also be members of the Board of Trustees or officers or employees or Members of **The ICR**. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Trustees.

16.9 In circumstances which the Board of Trustees determines are exceptional and subject to Article 5.3 the Board of Trustees may delegate any of its powers to committees of which a minority or none of the members are also members of the Board of Trustees or officers or employees or Members of **The ICR**. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Trustees.

*Exceptional
delegation to
committees with
no or minority
Board of Trustee
representation*

16.10 The meetings and proceedings of any sub-committee established under Article 16.8 or committee established under Article 16.9 shall be governed by the provisions of these Articles regulating meetings and proceedings of the Board of Trustees so far as the

*Provisions
governing sub-
committees/
committees*

same are applicable and are not superseded by any regulations made by the Board of Trustees under Articles 16.8 or 16.9.

16.11 All acts done by any meeting of the Board of Trustees or of any sub-committee established under Article 16.8 or committee established under Article 16.9 or by any person acting as a member of the Board of Trustees shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Board of Trustees or other person as aforesaid or that they or any of them were disqualified, be as valid as if every such member or persons as aforesaid had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Trustees or of such sub-committee or committee as aforesaid.

*Acts valid
irrespective of
invalid
appointments*

16.12 Subject to Clause 16.14, whenever a member of the Board of Trustees has a personal interest in a matter to be discussed at a meeting of the Board of Trustees or a committee the member of the Board of Trustees concerned must:

*Procedure
where Trustee
has personal
interest*

- (i) declare an interest before discussion begins on the matter;
- (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (iii) not be counted in the quorum for that part of the meeting;
- (iv) withdraw during the vote and have no vote on the matter.

16.13 Subject to Clause 16.14, if a conflict of interest arises for a member of the Board of Trustees because of a duty or loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted members of the Board of Trustees may authorise such a conflict of interest provided that:

*Trustees may
authorize
conflicts of
interest*

- (i) the procedure in Clause 16.12 is followed; and
- (ii) the unconflicted members of the Board of Trustees consider it is in the best interests of **The ICR** to authorise the conflict of interest in the circumstances applying.

16.14 A member of the Board of Trustees, notwithstanding his office, may be a trustee or other officer of, employed by, or otherwise interested (including by the holding of shares or membership) in, another cancer charity and no authorisation under Article 16.13 shall be necessary in respect of any such interest. Article 16.12 shall not apply to an interest authorised by this Article. The member of the Board of Trustees in question must declare his interest before discussion on the matter and comply with the terms of The ICR's conflicts of interests policy as adopted from time to time and any instructions given by the unconflicted members of the Board of Trustees.

*Trustees may be
trustees of other
cancer charities*

17. THE EXECUTIVE STRATEGY BOARD

17.1 A committee known as the "Executive Strategy Board" or such other name as the Board of Trustees may at their discretion choose shall be established by the Board of Trustees. The composition of the Executive Strategy Board shall consist of such person or persons as the Board of Trustees shall appoint or remove to the Executive Strategy Board from time to time.

*Executive Strategy
Board*

*Appointment to
ESB*

17.2 The functions of the Executive Strategy Board shall be to:

- (a) assist the Chief Executive in managing **The ICR** to achieve the strategic aim and objectives of **The ICR** within the strategies and budget from time to time approved by the Board of Trustees; and
- (b) assist the Board of Trustees in such manner as the Board of Trustees decides.

Functions of the Executive Strategy Board

18. OFFICERS

There shall be a Secretary, a Chief Executive, an Academic Dean and such other officers as may be from time to time determined by the Board of Trustees. All such officers shall be appointed by the Board of Trustees and hold office as such in the discretion of the Board of Trustees and shall perform such duties, exercise such powers and hold office upon such terms for such period and upon such conditions as the Board of Trustees shall from time to time determine.

Appointment of Secretary/ Chief Executive/ Academic Dean/others

19. ACADEMIC BOARD

19.1 An Academic Board shall be established by the Board of Trustees and shall consist of the following persons, that is to say:

Membership of Academic Board

- (a) the members of the staff of **The ICR** who are Professors or Readers of the University;
- (b) not more than 10 representatives of the academic and honorary academic staff (exclusive of professors and readers), whether whole-time or part-time, elected by such staff;
- (c) the Chief Executive and the Academic Dean;
- (d) not more than four members of the consultant medical staff of the Hospital, nominated by such consultant medical staff;
- (e) not more than five other persons co-opted by the Academic Board; and
- (f) three student members of **The ICR** for the time being to be elected by the students of **The ICR**.

The Chairman of the Academic Board shall be the Academic Dean.

19.2 The functions of the Academic Board shall be to:

Functions

- (i) consider all academic teaching and training matters and questions of education policy and to report as appropriate to the Executive Strategy Board;
- (ii) appoint, from time to time, a representative of the Academic Board to the Board of Trustees;
- (iii) appoint representatives to the academic committees of the University at the request of the University;

- (iv) receive communications from universities and such other bodies as appropriate;
- (v) consider any matters which may be referred to them by the Executive Strategy Board or Chief Executive.

20. FELLOWS OF THE ICR

The Board of Trustees may appoint such persons as it thinks have in any capacity served The ICR with distinction or worked towards the attainment of its objects as Fellows of The ICR which shall be an honorary appointment and otherwise on such terms as the Board of Trustees thinks fit. Fellows of The ICR shall not as such be Members for the purposes of these Articles or the Statutes, but may be admitted as Members pursuant to Article 7.2(c).

21. ACCOUNTS AND AUDIT

21.1 The Board of Trustees shall cause proper books of account to be kept in respect of all sums of money received and expended by **The ICR** and of the matters in respect of which such receipts and expenditure take place, all sales and purchases of goods by **The ICR** and the assets and liabilities of **The ICR**.

Accounts to be kept

21.2 The books of account together with all relevant supporting vouchers shall be open to the inspection of the members of the Board of Trustees and, they shall be open to inspection at all reasonable times by the Comptroller and Auditor General, the representatives of the Higher Education Funding Council for England and, as long as **The ICR** is receiving a grant from any Research Council, that Research Council, and such other persons approved by the Board of Trustees.

Inspection by Members of the BoT and HEFCE

21.3 The books and accounts of **The ICR** shall be kept at the Office or subject to the Statutes at such other place or places as the Board of Trustees shall think fit, and shall be open to the inspection of the Members at all reasonable times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by **The ICR** in General Meeting.

Inspection by Members

21.4 The Board of Trustees shall from time to time in accordance with the Statutes cause to be prepared and sent to every person who is entitled to receive notice of general meetings of **The ICR** such income and expenditure accounts, balance sheets and reports (including the Board of Trustees' and Auditor's reports) as are required by the Statutes.

Presentation of accounts

21.5 Every balance sheet shall be signed on behalf of the Board of Trustees in accordance with the Statutes, and shall have attached to it a report by the Board of Trustees in respect of the state of **The ICR's** affairs. It shall also have attached to it the Auditors' report.

Form of accounts

21.6 The Board of Trustees shall furnish in every year to the University and any Research Council from whom **The ICR** is receiving a grant (or has received in the period covered by the audited accounts) and Cancer Research UK copies of the audited accounts and the report of the Board of Trustees.

Circulation of accounts

21.7 Auditors of **The ICR** shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Board of Trustees being treated as the directors mentioned therein.

Appointment of auditors

21.8 Once at least in every year the accounts of The ICR shall be examined and the correctness of the accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

*Annual audit
by qualified
auditor*

21.9 The Board of Trustees and **The ICR's** Accountable Officer designated for these purposes will observe the terms and conditions set out in the Financial Memorandum for the time being in force between the Higher Education Funding Council for England and **The ICR**.

*Observation
of Financial
Memorandum*

22. COMMUNICATION WITH MEMBERS

22.1 **The ICR** may validly send or supply any document (including any notice) or information to a Member:

22.1.1 by delivering it by hand to the address recorded for the Member in the register of Members;

22.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member in the register of Members;

22.1.3 by fax to a fax number notified by the Member in writing;

22.1.4 by electronic mail to an email address notified by the Member in writing; or

22.1.5 by means of a website the address of which has been notified to the Member in writing;

in accordance with this Article 22.

22.2 **The ICR** may only send a document or information to a Member by electronic mail:

22.2.1 where the Member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form; and

22.2.2 to the address specified for that purpose by the Member.

22.3 **The ICR** may send a document or information to a Member via a website if the Member concerned has not responded within 28 days of **The ICR** sending him a request asking him to agree to **The ICR** communicating with him in that manner, provided that:

22.3.1 the request stated clearly what the effect of failure to respond would be;

22.3.2 when the request is sent to the Member, at least 12 months have passed since **The ICR** last requested the Member to agree to receive the same or a similar type of document or information via a website;

22.3.3 the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and

22.3.4 **The ICR** complies with the requirements of Articles 22.4 and 22.5.

22.4 When sending information or a document via a website, **The ICR** must notify each intended recipient of:

- 22.4.1 the presence of the document or information on the website;
 - 22.4.2 the address of the website;
 - 22.4.3 the place on the website where it may be accessed; and
 - 22.4.4 how to access the document or information.
- 22.5 Where information or a document is sent to Members via a website in accordance with this Article, the document or information must remain on the website:
- 22.5.1 in the case of notice of a general meeting, until after the general meeting has ended; and
 - 22.5.2 in all other cases, for 28 days beginning with the date on which **The ICR** sent notification pursuant to Article 22.4.
- 22.6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 22.6.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 22.6.2 two clear days after being sent by first class post to the relevant address;
 - 22.6.3 three clear days after being sent by second class or overseas post to the relevant address;
 - 22.6.4 on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Article 22.4);
 - 22.6.5 on being handed to the Member personally, or if earlier
 - 22.6.6 as soon as the Member acknowledges actual receipt.
- 22.7 A technical defect in the giving of notice of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 22.8 Members may validly send any notice or document to **The ICR**:
- 22.8.1 by post to
 - (a) the Office; or
 - (b) any other address specified by **The ICR** for such purposes;
 - 22.8.2 to any fax number or email address provided by **The ICR** for such purposes.
- 22.9 Only Members described in the Register by an address within the United Kingdom shall be entitled to receive any notice of General Meetings of **The ICR**.

23. WINDING UP

23.1 Every Member undertakes to contribute to the assets of **The ICR** 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 ICR** 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 contributors amongst themselves, such amount as may be required not exceeding £1.

*Distribution of
assets in
winding up*

23.2 If upon the winding up or dissolution of **The ICR** there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members but, subject to any trusts affecting the same or any part thereof, shall be given or transferred to the University or in the event of the University being wound up to some other institution or institutions having objects altogether or in part similar to the objects of **The ICR** 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 ICR** under or by virtue of Article 6 hereof (and so that The Royal Marsden NHS Foundation Trust as at present constituted shall be deemed to be such an institution) such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

*Distribution of
property on
winding up*

24. ALTERATIONS TO ARTICLES

No addition, alteration or amendment shall be made to or in the provisions or regulations contained in Articles 1, 2, 4, 5, 6, 7.1, 13.1, 13.8, 14.1, 18, 19, 21.1, 21.3, 21.8, 23 and 24 (or to or in any added altered or amended version of such Articles) unless the same shall have been previously submitted to and approved by the University.

*Alterations to be
approved by
University*

THE COMPANIES ACT 2006

—
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION

of

THE INSTITUTE OF CANCER
RESEARCH:
ROYAL CANCER HOSPITAL

Incorporated the 4th day of June, 1954

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