Company Number: 00507597

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOICIATION

MARIE CURIE

As adopted by Special Resolution passed on 15 September 2009 and amended by Special Resolutions passed 13 of September 2011, 2 October 2014, 9 November 2016 and 18 November 2026.

1. NAME & ADDRESS

1.1 The name of the Company is "**MARIE CURIE**" ("the Charity").

1.2 The registered office of the Charity is to be situated in England.

2. OBJECTS

2.1 The Charity is established as a memorial to the late Marie Curie in lasting tribute to her life's work, and in particular to her discovery of radium and its contribution in fighting the disease of cancer. The Charity exists to serve all those with the terminal diagnosis, from cancer or other causes, their families and carers. The objects for which the Charity is established for the public benefit are:

- 2.1.1 to provide and develop caring services, offering support, care and compassion through palliative care, advice and assistance for the benefit of people suffering from terminal cancer and other terminal illnesses and their families and carers,
- 2.1.2 to undertake and fund research into any aspect of the care and support of people suffering from terminal cancer and other terminal illnesses and their families and carers, and
- 2.1.3 to provide information, education and support to patients, their families, carers, those working in medical and other caring fields and the public regarding the care of people suffering from terminal cancer and other terminal illnesses.

3. POWERS

3.1 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so in particular the Charity has power to:

- 3.1.1 develop, deliver, promote or support services that provide care and support, including medical or nursing care, for people suffering from terminal cancer and other terminal illnesses in their families and carers,
- 3.1.2 develop, deliver, promote, support or provide financial assistance for organisations or activities that provide services, facilities, information, research

or education that improve palliative and end of life care and information and support for people suffering from terminal cancer and other terminal illnesses and their families and carers,

3.1.3 provide, promote, collect, coordinate, publish or disseminate advice or information including written all printed reports, books, leaflets, publications, documents, films, videos or electronic material, data or other material in any form,

3.1.4 conduct, sponsor and publish, directly or indirectly, research into the needs of or models of care and support for people with terminal illness, their families and carers,

3.1.5 hold or support seminars, conferences and public meetings,

3.1.6 influence public policy and represent the interests of improving palliative and end-of-life care and information and support for people suffering from terminal cancer and other terminal illnesses and their families and carers, including reviewing, supporting or opposing any legislation or administrative action,

3.1.7 trade in the course of carrying out the Objects, and carry on any other trade, except any trade or business where some or all of the profits are subject to corporation tax,

3.1.8 enter into contracts to provide services to or on behalf of other parties,

3.1.9 raise funds or solicit donations of any kind,

3.1.10 establish branches in the United Kingdom or elsewhere,

3.1.11 purchase, lease, higher or otherwise receive property of any kind and maintain and equip it for use,

3.1.12 sell, lease, manage, mortgage, exchange or otherwise dispose of all or any part of the property belonging to the Charity,

3.1.13 cooperate with and assist other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

3.1.14 undertake, except, execute or administer any charitable or other trusts,

3.1.15 establish, subsidise, promote, support, affiliate or federate, act as trustee or agent for or lend money or provide any guarantee or other assistance for the benefit of any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,

3.1.16 acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity,

3.1.17 employ and remunerate such staff as are necessary for carrying out the work of the Charity,

3.1.18 set aside funds or income for special purposes or as a reserve against future expenditure,

3.1.19 open and operate any bank accounts or other facilities for banking and financial activities,

3.1.20 apply for and obtain any legislative, regulatory or municipal authorisations,

3.1.21 borrow money or give security on the whole or any part of property belonging to the Charity,

3.1.22 invest and deal with the Charity's money in any investments, security or property,

3.1.23 delegate the management of investments to an appropriately experienced and qualified financial expert (individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000) provided that:

(a) the investment policy is set down in writing for the financial expert by the Board,
(b) the performance of investments is regularly reviewed by the Board,
(c) the Board is entitled to cancel the delegation,
(d) the investment policy and delegation arrangements are reviewed triennially or as required,
(e) all payments due to the financial expert are on a scale and at a level agreed in advance and notified to the Board and,
(f) the financial expert may not do anything outside the powers of the Board;

3.1.24

(a) deposit or invest funds;
(b) employ a professional fund manager; and
(c) arrange for the investments for other property of the Charity to be held in the name of a nominee and to pay reasonable remuneration to such nominee;

3.1.25 act as executor, administrator or trustee [alone or in conjunction with another party] of any estate in which the Charity is beneficially interested and apply, [whether through a nominee or not], for a grant of representation,

3.1.26 hold, administer, sell, realise, invest, dispose of and deal with the monies and property both real and personal and carry on, manage, sell, realise, dispose of and deal with any business comprised or included in any estate of which the Charity is executor, administrator or trustee,

3.1.27 institute, conduct, defend, compound, settle or abandoned any legal proceedings by and against the Charity or its officers or staff, or otherwise concerning the affairs of the Charity and compromise and settle any claims for demands by or against the Charity,

3.1.28 insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,

3.1.29 provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,

3.1.30 by power of attorney or otherwise appoint any person as an agent for such purposes and on such conditions as the Board may determine,

3.1.31 establish or acquire subsidiary entities including, but not limited to, charities and companies of any kind and whether or not for the purpose of trading, and

3.1.32 payout of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Charity shall be applied solely towards the promotion of its Objects.

4.2 None of the income or property of the Charity may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members subject to **Article 5**, this does not prevent:

4.2.1 a Member receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, or

4.2.2 reasonable and proper remuneration to any Member, for any goods or services supplied to the Charity.

5. TRUSTEE BENEFITS

5.1 No Trustee may:

5.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

5.1.2 sell goods, services or any interest in land to the Charity;

5.1.3 be appointed to any other office of the Charity, be employed by the Charity or receive any remuneration from the Charity;

5.1.4 receive any other financial benefit from the Charity, unless the payment or benefit in question is permitted by **Article 5.2**.

Permitted Benefits

5.2 Subject to **Article 5.3**, nothing herein shall prevent the payment in good faith by the Charity of:

5.2.1 reasonable and proper remuneration to a Trustee for services rendered to the Charity [otherwise than any remuneration for services provided by a Trustee in his capacity as a Trustee or under a contract of employment];

5.2.2 monies for the supply of goods by a Trustee to the Charity, whether such goods are provided in connection with the provision of services referred to in Article 5.2.1 or otherwise;

5.2.3 interest at a reasonable and proper rate [not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees] on money lent to the Charity by any Trustee;

5.2.4 reasonable and proper rent for premises demised or let to the Charity by any Trustee

5.2.5 reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee in or about the affairs of the Charity, or

5.2.6 any payments made pursuant to **Article 11**.

Conditions Relating to Trustee Benefits

5.3 Save for the payments referred to in **Articles 5.2.5 and 5.2.6**, the Charity and its Trustees may only rely upon the authority provided by **Article 5.2** in respect of payments or benefits to a Trustee if each of the following conditions is satisfied:

5.3.1 the amount or maximum amount of any remuneration payable to a Trustee is set out in an agreement in writing between the Charity or Trustees and that Trustee or supplier entity ("supplier"),

5.3.2 the amount or maximum amount of the payment does not exceed an amount that is reasonable in all the circumstances,

5.3.3 the remaining Trustees are satisfied and agree that it is in the best interests of the Charity to contract with that supplier rather than with an unconnected supplier,

5.3.4 the Trustee is absent from the part of any meeting at which there is discussion of:

5.3.4.1 his contract or remuneration, or any matter concerning the contract;

5.3.4.2 his performance in the employment, or his performance of the contract; or

5.3.4.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under **Article 5.2**;

5.3.5 the Trustee does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting,

5.3.6 the reason for the decision is recorded by the Trustees in the minutes,

5.3.7 the Trustees then in office who have received remuneration or other benefits from the Company are in a minority.

6. CONFLICTS OF INTEREST

6.1 A Trustee must declare to the other Trustees any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or might conflict with the interests of the Charity.

6.2 If a conflict of interest arises from a member of the Board because of a duty of loyalty owed to another organisational person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of the Board may authorise such a conflict of interest if each of the following conditions is satisfied:

6.2.1 the conflicted member of the Board is absent from the part of the meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation or person,

6.2.2 the conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting, and

6.2.3 the unconflicted members of the Board are satisfied that it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

7. CONNECTED PERSONS AND AFFILIATES

7.1 For the purpose of **Articles 4,5 and 6.1**;

7.1 all references to Trustees shall also include any Connected Person, and

7.1 all references to the Charity shall also include any Charity Affiliate.

BOARD OF TRUSTEES

8. Powers of the Board

General Authority

8.1 The Board of Trustees shall manage the business of the Charity and may exercise all the powers of the Charity, subject to any restrictions imposed by the 2006 Act, these Articles or any special resolution.

8.2 No alteration of these Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Board.

Delegation

8.3 Subject to the Articles, the Board may delegate any of the powers which are conferred on them under the Articles:

8.3.1 to such person or committee,

8.3.2 by such means [including by power of attorney],

8.3.3 to such an extent,

8.3.4 in relation to such matters or territories and

8.3.5 on such terms and conditions, as they think fit.

8.4 If the Board so specify, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

8.5 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

8.6 Committees to which the Board delegate any of their powers must contain at least one Trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.

8.7 The Board may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

8.8 Any committee so formed shall, in the execution of the power so delegated, conform to any regulations imposed on it by the Board.

Investment management

8.9 The Board may appoint as an investment manager for the Charity one or more persons each of whom the Board must be satisfied after inquiry is a proper and competent person to act in that capacity and if practising within the United Kingdom is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000

otherwise than exempted by virtue of paragraphs 44 and 45 that the Financial Services and Markets Act 2000 [Exemption] Order 2001. The Board may delegate to each investment manager so appointed a discretionary power to buy and sell investments for the Charity in accordance with the investment policy laid down by the Board from time to time.

PROVIDED THAT where the Board make any such delegation they shall:

8.9.1 inform the investment manager in writing of the extent of the Charity's investment powers and the terms of the delegation,

8.9.2 lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it,

8.9.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority,

8.9.4 take all responsible care to ensure that the investment manager complies with the terms of the delegated authority, and

8.9.5 pay such reasonable and proper remuneration to the investment manager and agree such property terms as to notice and other matters as the Board shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.

8.10 The Board may:

8.10.1 make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as the Charity's nominee, and

8.10.2 pay reasonable and proper remuneration to any corporate body acting as the Charity's nominee in pursuance of this Article.

9. Appointment and Retirement of Trustees

9.1 The number of the members of the Board shall not be less than ten or more than twenty five.

9.2 Each Trustee at the time of the adoption of these Articles shall continue to be a Trustee for the remainder of their term of office. Trustees shall be appointed by the Board of Trustees through the Nominations Committee and the Board of Trustees for final approval, provided that the prescribed maximum is not exceeded.

9.3 Subject to **Article 9.6**, all members of the Board shall be appointed for an initial term of three years (or such shorter term as the Board may in respect of any individual recommend), and if offering themselves for re-appointment shall be re-appointed for terms of three years or less [as recommended by the Board in respect of any individual].

9.4 The Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of members of the Board, the Board may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Charity but for no other purpose.

9.5 Upon appointment to the Board a Trustee will also become a member of the Charity. On termination of appointment from the Board, a Trustee will automatically cease to be a member of the Charity.

9.6 No person may be appointed as a Trustee:

9.6.1 unless he has attained the age of 18 years, or

9.6.1 if he would be disqualified from acting under the provisions of **Article 9.7**.

Termination of Appointment

9.7 A Trustee shall cease to be a member of the Board if:

9.7.1 he resigns by giving notice in writing to the Charity [provided that the minimum number of Trustees remain in office],

9.7.2 he becomes bankrupt or he makes any arrangement or composition with his creditors generally,

9.7.3 in the reasonable opinion of the Board he has become incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,

9.7.4 he ceases to be a member of the Charity,

9.7.5 he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, by virtue of any provision of the Charities Legislation or other law or regulation, or by virtue of the provisions of **Article 9.3**,

9.7.6 he is removed from office by a resolution duly passed pursuant to Section 168 of the 2006 Act,

9.7.7 he is absent without the permission of the Chairman from three consecutive meetings of the committee and/or Board and the Board resolved that his office be vacated,

9.7.8 he is convicted of a criminal offence, other than a minor motoring or similar offence that cannot reasonably damage the reputation of the Charity, or

9.7.9 he does anything which in the reasonable opinion of the other members of the Board adversely reflects, or is likely to adversely reflect, on the name or reputation of the Charity, the Board or Members.

10. Board Decision Making

Meetings

10.1 Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.

10.2 A member of the Board may, and on the request of a member of the Board, the Secretary shall, at any time, call a meeting of the Board.

10.3 All acts done in good faith by any meeting of the Board or any committee shall, notwithstanding any subsequently identified procedural defect or defect in the appointment or continuance in office of any such persons, be as valid as if such defect had not existed.

10.4 Any member of the Board, a person entitled to be present at a meeting of the Board, or member of a committee of the Board may participate in a meeting of the Board or such committee, by means of a conference telephone or other facility whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened or to be held or [if no member is present in that place] where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

Chairman

10.5 The Chairman shall be elected by members of the Board on such terms as the Board decides. The Chairman shall retain office until the earlier of such time as he reaches the end of any fixed term [without renewal), resigns from the position of Chairman, ceases to be a member of the Board, or is removed from the position of Chairman by a simple majority of the members of the Board, [including before the end of any fixed term]. Candidates must be appointed as a Trustee before being elected as the Chairman. Candidates must be proposed by and seconded by other members of the Board.

10.6 The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting.

Quorum for meeting and voting

10.7 The quorum necessary for the transaction of business of the Board may be fixed by the Trustees and, unless otherwise determined, shall be five.

10.8 A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

10.9 Questions arising at any meeting shall be decided by a majority of votes, in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

Resolutions in writing

10.10 A resolution in writing or in electronic form agreed by a simple majority of the members of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held. A written resolution may comprise one or more written instruments or Electronic Communications sent to the Secretary, or a combination of them, provided that each of them is to the same effect and signifies agreement, which has been received at the registered office within the period of 28 days beginning with the circulation date.

Records of Decisions

10.11 The Board shall ensure that the Charity keeps a record, in writing, for at least ten years from the date of the decision recorded, of every decision taken by the Board.

11. Indemnity and Insurance

11.1 Subject to the provisions of the 2006 Act and so far as may be consistent with the Statutes:

11.1.1 every member of the Board and every other officer [other than the Auditor or the reporting accountant] may be indemnified out of the assets of the Charity against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers of offices, in each case to the extent permitted by Section 232 to 234 of the 2006 Act, and

11.1.2 the Charity may also provide funds to any member of the Board or any other officer [other than the Auditors] or do anything to enable a member of the Board or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by Section 205 of the 2006 Act.

11.2 Subject to the provisions of the Charities Legislation and to **Article 11.3,** the Charity may pay the premium in respect of any indemnity insurance to cover the liability of any Trustee, other officer [other than the Auditor or reporting accountant]:

11.2.1 which, by virtue of any rule of law, would otherwise attach to him in respect of any negligence, default, breach of trust or breach of duty of which he may be guilty, or any act or omission in the actual or purported execution and/ or otherwise in relation to his duties, powers or offices in relation to the Charity or any subsidiary of the Charity; and

11.2.2 to make contributions to the assets of the Charity or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986,

and all costs, charges and expenses which may be incurred by him in successfully contesting any such liability or alleged liability.

11.3 Any insurance purchased under **Article 11.2** shall not:

11.3.1 extend to any claim arising from any act or omission which that person knew [or must reasonably be assumed to have known] to be a breach of trust or breach of duty, or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not;

11.3.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in his capacity as a Trustee or other officer or Member of the Charity and/or a sum payable to a regulatory authority by way of a penalty imposed on a Trustee, other officer or Member of the Charity, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising).

12. The Chief Executive Officer

The job description and appointment of the Chief Executive Officer are subject to the approval of the Board.

MEMBERSHIP

13. Membership is only open to the Trustees and is terminated immediately if the Member concerned ceases to be a Trustee.

13.1 The form and the procedure for applying for membership is to be determined by the Trustees.

13.2 The Board shall ensure that the Charity maintains a Register of Members and that at least ten Members of the Charity remain on the Register of Members.

14. Transfer of membership

14.1 The rights and privileges of every Member shall be personal and shall not be transferable and shall cease on death or dissolution.

15. Liability and Dissolution

15.1 The liability of the Members is limited.

15.2 Every Member of the Charity undertakes to contribute to the assets of the Charity, 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 Charity 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 among themselves, such an amount as may be required not exceeding £1.

15.3 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or

distributed among the Members of the Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Charity under or by virtue of **Article 4** hereof, such institution or institutions to be determined by the Members of the Charity 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.

16. GENERAL MEETINGS

16.1 The Charity is not required to hold an Annual General Meeting.

16.2 Trustees, in their capacity as Members, are entitled to attend General Meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting].

16.3 The Board may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on the requisition of the Trustees in their capacity as Members of the Charity pursuant to the provisions of the 2006 Act.

16.4 The Secretary, on direction of the Trustees, shall call General Meetings providing at least 14 clear days' notice is given.

16.5 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having the right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.

16.6 The Charity may give such notice by any means or combination of means permitted by the 2006 Act.

16.7 The notice must specify the date, time and place of the meeting and, in the case of special business, the general nature of the business to be transacted. The notice must also contain the statement setting out the right of Members to appoint a proxy under Section 324 of the 2006 Act and **Article 19** of these Articles.

16.8 The notice must be given to all Members and to the Auditors.

16.9 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Charity an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, 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 Charity.

16.10 The accidental omission to give notice of a meeting too, or the non receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed or proceeding had, at any meeting.

Quorum and adjournment

17.11 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business, save as herein otherwise provided five persons entitled to vote on the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.

17.12 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Chairman of the meeting shall decide.

Chairing General meetings

17.13 The Chairman [if any] of the Board 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 ten minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members of the Board present shall choose another Member of the Board, to be Chairman or if no such Member be present, or if all the Members of the Board present decline to take the chair, the Members shall choose a Member of the Charity who shall be present to preside.

17.14 The Chairman of the meeting may, with the consent of any meeting at which a quorum is present [and shall, if so directed by the meeting], adjourn a 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 any adjourned meeting.

Conference Participation

17.15 Any person entitled to be present at a meeting at the Members may, if recommended by the Board, participate in a meeting of the Members by means of a conference, telephone or other facility whereby all persons participating in the meeting can communicate effectively with each other, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or [if no member is present in that place] where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

18. Voting at General Meetings

18.1 Subject to **Article 18.2** and **Article 18.4** below every Member shall have one vote.

18.2 Subject to **Article 19**, no person other than a Member duly registered, or such Member being a corporation, its duly authorised representative, shall be entitled to vote on any question at any General Meeting.

18.3 Votes may be given on a poll and on a show of hands, either personally or by proxy.

18.4 In the case of an 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 if he is a Member.

18.5 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the Chair of the meeting, whose decision is final.

Poll Votes

18.6 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:

18.6.1 the Chairman of the meeting, or

18.6.2 at least three Members present in person or by proxy and having the right to vote at the meeting, or

18.6.3 by a Member or Members present in person or by proxy, representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

18.7 The declaration by the Chairman of the meeting of the result of a vote shall be conclusive unless a poll is demanded.

18.8 The result of a vote must be recorded in the minutes of the Charity, but the number or proportion of votes cast need not be recorded.

18.9 Subject to the provisions of **Article 18.10**, if a poll is demanded pursuant to **Article 18.6**, 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.

18.10 No poll shall be demanded on the election of a chairman, of a meeting, or on any question of adjournment.

18.11 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.

18.12 A demand for the poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.

18.13 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

19. Proxies: Appointment and Voting

19.1 Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a General Meeting of the Charity. A proxy need not be a Member.

19.2 Proxies may only validly be appointed by a notice in writing, [a "proxy notice"] which:

19.2.1 states the name and address of the Member appointing the proxy,

19.2.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed,

19.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine, and

19.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

19.3 The Charity may require proxy notices to be delivered in a particular form and, subject to the 2006 Act, by a particular time and may specify different forms for different purposes.

19.4 Proxy notices may specify how the proxy appointed under them is to vote [or that the proxy is to abstain from voting] on one or more resolutions.

19.5 Unless a proxy notice indicates otherwise, it must be treated as:

19.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

19.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

19.6 A person who is entitled to attend, speak or vote [either on a show of hands or on a poll] at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

19.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom, or on whose behalf the proxy notice was given.

19.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

19.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

20. Written Resolutions

20.1 A resolution in writing or in electronic form, agreed by a simple majority in the case of an Ordinary Resolution, or 75% in the case of a Special Resolution, of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting, shall be effective provided that (i) a copy of the proposed resolution has been sent to every eligible Member and (ii) a simple majority [or in the case of a special resolution, a majority of not less than 75%] of Members has signified its agreement to the resolution (iii) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. [The date the copies of the proposed written resolution are sent or submitted to the Members in accordance with the 2006 Act]. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

ADMINISTRATION

21. Secretary and other officers

21.1 A Secretary may be appointed by the Board 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 Section 270 of the 2006 Act shall apply and be observed. The Board may from time to time, by resolution, appoint an assistant or a 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.

22. Accounts

22.1 The Board shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the 2006 Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept and/or deemed sufficient, if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Charity, and to explain its transactions, and to disclose with reasonable accuracy at any time the financial position of the Charity.

22.2 The books of accounts shall be kept at the registered office of the Charity, or, subject to Section 388 of the 2006 Act, at such place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

23. Audit

23.1 Once at least in every year, the accounts of the Charity shall be examined and reported upon either by the Auditors or, if no Auditors be appointed, by a reporting accountant if so required by Statutes and Charity Legislation [as appropriate]. The Auditors' or reporting accountants [if any] remuneration shall be determined by the Board.

23.2 The appointment or reappointment [as appropriate] of the Auditors shall be determined by the Charity at a General Meeting.

23.3 The Auditors (if any) shall be one or more properly qualified Auditor(s) not being members of the Board, and their duties shall be regulated in accordance with the 2006 Act, the Charities Legislation and the SORP [as appropriate].

24. **Rules and bye-laws**

24.1 The Board may from time to time make [and vary] such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing the rights, privileges and obligations of membership, whether statutory membership or otherwise.

25. **Means of Communication**

25.1 Any notice to be sent to or by any person pursuant to these Articles [including a notice calling a meeting of the Board] shall be in writing and may be delivered or sent by post or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications.

25.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

25.3 A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

25.4 In accordance with Section 1147 Of the Companies Act 2006 noted shall be deemed to be given (a) 48 hours after the envelope containing it was posted, or (b) in the case of an electronic form of communication, 48 hours after it was sent. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006. If a notice, document or information posted on the Charity's website was already on the Charity's website at the time the notice was sent to the Member, it will be deemed to have been sent on the day, the notice was sent, but if the notice, document or information was not on the Charity's website on the date the said notice was sent, then it will be deemed to have been sent on the day on which it appears on the website.

25.5 The Charity may send any notice, document or other information to Members by making them available on the Charity's website, provided that:

25.1 each Member has been asked individually by the Charity to agree to communications via the Charity's website. [either generally or in relation to a specific notice, document or information],

25.2 the Charity's request states clearly that if the Member fails to respond to the request within 28 days of the date on which the request is sent, he will be deemed to have given such consent, and

25.3 the Charity's request is not sent less than 12 months after a previous request made to the Member in relation to a similar class of documents.

26. The Charity must notify each Member who has agreed to receive communications through the Charity's website of the presence of the information on the website, the website address, the place on the website where the information can be found, and how to access the information.

27. Any notice, document or information posted on the Charity's website must be in a form that the Member can read and take a copy of. The notice, document, or information must be available on the Charity's website for either 28 days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the 2006 Act.

DEFINITIONS AND INTERPRETATION

In these Articles, the following definitions apply, unless the context requires otherwise.

"The 2006 Act"	the Companies Act 2006;
"Articles"	these Articles of Association of the Charity;
"Auditors"	the auditors for the time being appointed by the Charity;
"Chairman"	the person appointed as Chairman of the Board from time to time in accordance with Article 10.5.
"charitable"	charitable in accordance with the law of England and Wales, provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales;
"Charities Legislation"	the Charities Act 1992, 1993, 2006, 2011., 2016. [Protection and Social Investment] and the Charities [accounts and reports] Regulations 2008;
"The Charity"	Marie Curie;
"Charity Affiliates"	any entity in which the Charity (a) holds more than 50% of the shares (b) Controls more than 50% of the voting rights or (c) has the right to appoint one or more directors to the board or governing body;
"Connected Person"	means (a) Child, parent, grandparent, or sibling of a trustee; (b) the spouse, civil partner, or Co habitat of a trustee or any person listed in. (a) above; (c) A person carrying on business in partnership with a trustee or with any person listed in (a) or (b); (d) A body corporate or organisation in which (i) a Trustee or any person listed in (a), (b) or (c) above has a substantial interest or exercises control (ii) any two or more of the persons falling within paragraph (i) when taken together have a

substantial interest or exert control (in each case to be interpretated by reference to Sections 350-352 of the Charities Act 2011);

"Board"	the governing body for the time being of the Charity, being the board of directors and the Trustees of the Charity.
"Electronic Communication"	any documents or information sent or supplied in electronic form [including e-mail or fax] within the meaning of Section 1168 of the Act;
"Member"	has the meaning given in Section 112 of the 2006 Act and having the right to attend and vote at general meetings of the Charity;
"Objects"	the objects of the Charity described at Article 2;
"Ordinary Resolution"	has the meaning given in Section 282 of the 2006 Act;
"Secretary"	any person appointed Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including an assistant and deputy secretary;
"SORP"	the Statement of Recommended Practise issued by the Charity Commission.
"Special Resolution"	has the meaning given in Section 283 of the 2006 Act;
"Statutes"	the 2006 Act, the Charities Legislation and every other law or regulation concerning companies and affecting the Charity.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

A reference to: (i) Words importing the singular only shall include the plural and vice versa; (ii) Words importing the masculine gender only shall include the feminine gender and neuter (iii) "in writing" or "written" Includes electronic communication, but excludes text messaging via mobile phone; (iv) "clear" or "clear days" In relation to a period of notice means the period excluding the day on which the notice is given or deemed to be given on the day on which it is to take effect and (v) any statute, statutory provision, regulation or regulatory guidance is a reference to it as it is in force for the time being, taking account of any amendment, extension or reenactment, and includes any subordinate legislation for the time being in force made under it.

The model articles of association for a private Charity limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) shall not apply to the Charity.