

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

**ARTICLES OF ASSOCIATION**

- of -

**THE CHILDHOOD EYE CANCER TRUST**

**INTERPRETATION**

1. In these Articles:

1.1 "the Act" means the Companies Act 1985 including any statutory modification or re-enactment from time to time in force;

1.2 any words or expressions defined in the Act at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings.

**COMPANY MEMBERS**

2. The only members of the Company for the purposes of the Act ("the Company Members") shall be the Directors who shall become Company Members automatically on their appointment as Directors and cease to be Company Members automatically on their ceasing to be Directors. Company Membership shall not be transferable. The Directors in office on the date these Articles are adopted by the Company shall on such date become Company Members.

**SOCIETY MEMBERS**

3. Society Membership is open to any person (being at least 16 years of age if an individual) interested in promoting the objects of the Company who:

3.1 applies to the Company in the form required by the Directors;

3.2 is approved by the Directors; and

3.3 pays any subscription or membership fee imposed from time to time by the Directors.

4. Society Membership is terminated if the Society Member concerned:

4.1 gives written notice of resignation to the Secretary;

4.2 dies;

4.3 fails to pay any subscription levied by the Directors within 30 days after receiving notice from the Secretary that such payment is overdue;

4.4 is removed from Society Membership by resolution of the Directors on the ground that in their reasonable opinion the Society Member's continued membership is harmful to the Company (but only after notifying the Society Member in writing and considering the matter in the light of any written representations which the Society Member concerned puts forward within 14 days after receiving notice).

4.5 fails to provide details of his or her address within 30 days after service on him or her by the Secretary of a notice requesting such details provided that any Society Member removed from Membership under Article 4.5 may, if otherwise eligible, be reinstated on supplying his or her address to the Secretary.

5.1 If a person becomes a Society Member as a representative of an unincorporated association or body, the name of the Society Member, the name of the unincorporated association or body and the fact that the Society Member is its representative shall be entered in the register of Society Members.

5.2 A corporate Society Member shall appoint a representative to represent it and the name and address of such representative and the fact that he or she represents the corporate Society Member shall be entered in the register of Society Members. The corporate Society Member may from time to time change its representative by giving written notice to the Secretary. The Directors may decline to accept any person as the representative of a corporate Society Member.

5.3 Subject to the Directors' right to decline to accept any person as a Society Member, an unincorporated association or body shall be able to replace the Society Member who is its representative with another person by giving notice in writing to the Secretary without it being necessary for the outgoing Society Member to give notice or the incoming Society Member to complete an application form.

5.4 The members of the Company on the date these Articles are adopted by the Company shall on such date cease to be Company Members and become Society Members.

6. Society Membership is not transferable.

7. Society Members are not members of the Company for the purposes of the Act.

8. The Company shall maintain a register of Society Members.

## **RIGHTS OF SOCIETY MEMBERS**

9. The Society Members shall have the right to:

9.1 receive notice of and attend all Society Meetings (as defined in Article 16.2);

9.2 receive (on application with a stamped addressed envelope) or inspect at the Annual General Meeting the Directors' and Auditors' reports for the previous year of the Company;

9.3 elect the Directors in accordance with Article 46;

9.4 discuss at the Annual General Meeting and recommend to the Directors any matters of policy but the Directors shall not be required to comply with any recommendation made by the Society Members;

9.5 vote at every Society Meeting on any proposed alteration to the provisions of Articles 3 to 9 (inclusive) and Articles 16, 20, 41 or 46.

## **JUNIOR MEMBERS**

10. The Directors may admit to Junior Membership any child aged between 5 and 15 who has or whose sibling has or has had retinoblastoma. Junior Members shall not be Company Members or Society Members but shall automatically become Society Members on their 16th birthdays. Junior Membership is terminated on the same grounds as Society Membership.

## **PATRONS**

11. The Directors may admit to and remove from honorary membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be Company Members or Society Members for the purposes of the Articles or the Act and shall not be entitled to vote on any matter.

## **GENERAL MEETINGS**

12. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

13. All meetings, other than Society Meetings (as defined in Article 16.2), shall be called Extraordinary General Meetings.

14. The Directors may whenever they think fit convene a General Meeting.

15. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to the Company Members and the Auditors; but with the consent of all the Company Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Company Members may think fit.

16.1 At least twenty-one days' notice in writing of all Society Meetings shall be given (in the manner prescribed in the preceding Article) to all Society Members.

16.2 "Society Meeting" means Annual General Meetings and any other General Meeting at which the appointment of new Directors is proposed or at which it is proposed to make any alteration to Articles 3 to 9 (inclusive) or Articles 16, 20, 41 or 46. A meeting of the Directors at which the appointment of Directors to fill casual vacancies or of additional Directors in accordance with Article 43 is not a Society Meeting.

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

## **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet,

and the reports of the Directors and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

20. The quorum at Society Meetings shall be 20 Society Members entitled to attend and vote or 5% of the Society Members if less.

21. The quorum for all other General Meetings shall be three Company Members or one-third of the Company Members if greater.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Company Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

23. The Chairperson (if any) of the Directors shall preside as Chairperson at every General Meeting, but if there be no such Chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors present shall choose one of their number to preside, or (in the case of a Society Meeting) if no such Director be present, or if all the Directors present decline to take the chair, the Society Members present shall choose one of their number to preside.

24. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25. At any Society Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least three Society Members present in person and representing one-tenth of the total voting rights of all the Society Members having the right to vote at the meeting, and a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

26. Except as otherwise required by the Act or these Articles, all matters arising at any General Meeting shall be decided by a simple majority of votes cast. In the case of Society Meetings, on a poll, every Society Member present in person or by proxy shall have one vote.

27. Subject to the provisions of Article 28, if a poll be so demanded it shall be taken at such time and place, and in such manner, as the Chairperson 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.

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

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

30. A resolution in writing signed by each Company Member who would have been entitled to vote on it if it had been proposed at a General Meeting at which he or she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each signed by one or more Company Members. The date of a written resolution shall be the date on which the last such Company Member signs.

31. 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.

32. An instrument appointing a proxy shall be in writing, executed by the appointing Society Member (and if that Society Member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

**"Childhood Eye Cancer Trust**

I/We, \_\_\_\_\_,  
of \_\_\_\_\_,  
being a Society Member/Members of the above named company, hereby appoint  
\_\_\_\_\_, of \_\_\_\_\_, or failing him/her, \_\_\_\_\_, of \_\_\_\_\_,  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary  
general meeting of the company to be held on \_\_\_\_\_, and at any adjournment  
thereof.

Signed .....

Dated ....."

33. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

**"THE CHILDHOOD EYE CANCER TRUST**

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a Society  
Member/Members of the above named company, hereby appoint \_\_\_\_\_, of \_\_\_\_\_,  
or failing him/her, \_\_\_\_\_, of \_\_\_\_\_, as my/our proxy to  
vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the  
company to be held on \_\_\_\_\_, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against  
Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed .....

Dated ....."

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

34.1 be deposited at the Company's registered office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

34.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

34.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairperson or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. A proxy for a Society Member who is entered on the register of Society Members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and binding.

## **VOTES OF MEMBERS**

38. Subject as hereinafter provided, every Company Member shall have one vote.

39. Save as herein expressly provided, only duly registered Company Members, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall be entitled to vote on any question at any General Meeting.

40. The provisions of Articles 38 and 39 shall apply (so far as applicable) to the votes of Society Members on matters on which Society Members are entitled to vote at Society Meetings.

## **RESOLUTIONS AFFECTING RIGHTS OF SOCIETY MEMBERS**

41. No special resolution of the Company which alters the provisions of Articles 3 to 9 (inclusive) or Articles 16, 20, this Article 41 or Article 46 shall be valid unless the resolution has first been approved by a resolution of the Society Members.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

42. The number of the Directors shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 15. No more than one third of the Directors at any time shall be duly appointed representatives of corporate Society Members or individual Society

Members who are noted in the register of Society Members as representatives of unincorporated bodies or associations.

43. The Directors may from time to time and at any time appoint any individual Society Member or duly appointed representative of a corporate Society Member as a Director, either to fill a casual vacancy or by way of addition, provided that the prescribed maximum be not thereby exceeded. Any Director so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

44. Only an individual Society Member or duly appointed representative of a corporate Society Member of at least 18 years of age shall in any circumstances be eligible to hold office as a Director.

45.\* At every Annual General Meeting those Directors who have served for three years or more since their last election to office shall retire. They may offer themselves for re-election for a maximum of one further term of three years after which they must step down from the Board. Retired Directors may reapply after 1 year but re-election is at the Board's discretion. A third consecutive term may be served under special circumstances, at the invitation of the Board. Any retiring Director not re-elected shall hold office until the end of the meeting at which he or she retires.

46. The Society Members may elect Directors to fill the vacancies of those retiring. A retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved by the Society Members not to fill such vacated office, or unless a resolution of the Society Members for the re-election of such a Director shall have been put to the meeting and lost.

47. Any person (other than an existing Director) who wishes to be appointed at a Society Meeting shall first give to the Secretary a notice in writing stating the particulars which would, if he or she were so appointed, be required to be included in the Company's register of Directors. Such notice shall be delivered to the Secretary at least four weeks but no more than eight weeks before the relevant General Meeting.

48. The Company Members may from time to time in General Meeting increase the maximum number of Directors, and determine in what rotation such increased number shall go out of office, and may (pursuant to Article 43) make the appointments necessary for effecting any such increase.

## **DISQUALIFICATION OF DIRECTORS**

49. The office of a Director shall be vacated:

49.1 if a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors;

49.2 if he or she becomes of unsound mind;

49.3 if he or she ceases to be a Company Member or Society Member;

49.4 if by notice in writing to the Company he or she resigns his or her office provided that there shall remain in office at least three Directors when such notice is to take effect;

49.5 if he or she ceases to hold office by reason of any order made under the Act or otherwise becomes prohibited by law from being a Director;

49.6 if he or she is removed from office by a resolution duly passed pursuant to Section 303 of the Act

\* Amended by special resolution passed on 6<sup>th</sup> September 2008

49.7 if he or she fails without reasonable excuse to attend three consecutive meetings of the Directors.

## **POWERS OF THE DIRECTORS**

50. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company or Society Members in General Meeting, subject nevertheless to any regulations of these Articles and to the provisions of the statutes for the time being in force and affecting the Directors.

51. The Directors may act notwithstanding any vacancy in their number; provided always that in case the Directors shall at any time be or be reduced in number to less than three, it shall be lawful for them to act for the purpose of admitting persons to Society and Company Membership, filling up vacancies in their number, or of summoning a General Meeting, but not for any other purpose.

## **PROCEEDINGS OF THE DIRECTORS**

52. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Directors shall never be less than 3 or (whichever is the greater number) of the Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

53. A Director may, and on the request of a Director, the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the Directors.

54. The Directors shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Directors at which he or she shall be present, and may determine for what period he or she is to hold office, but if no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Directors present shall choose one of their number to be Chairperson of the meeting.

55. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers of the Company for the time being vested in the Directors generally.

56. The Directors may delegate any of their powers to committees consisting of such of the Directors or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by regulations made by the Directors. Any such committees shall report to the Directors on any decisions taken. All delegations under this Article shall be revocable at any time.

57. For the avoidance of doubt the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director

provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors.

58. All acts bona fide done by any meeting of the Directors or of any committee of the Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

59. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company and of the Society Members and of the Directors and of committees of the Directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

60. A resolution in writing signed by all the Directors or of any committee of the Directors who are entitled to receive notice of a meeting of the Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee (as the case may be) duly convened and constituted.

## **INVESTMENT MANAGEMENT**

61. The Directors may appoint as the investment manager for the Company a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

61.1 an individual of repute with at least fifteen years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986 ("the FSA"); or

61.2 a company or firm of repute which is an authorised or exempted person within the meaning of the FSA otherwise than by virtue of Section (45)(1)(j) of the FSA.

62. The Directors may, subject to these Articles, delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Company on behalf of the Directors in accordance with the investment policy laid down by the Directors.

63. Where the Directors make any delegation in accordance with these Articles they shall:

63.1 inform the investment manager in writing of the extent of the Company's investment power;

63.2 lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;

63.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

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

63.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;

63.6 review the appointment at such intervals not exceeding 24 months as they shall think fit.

64. Where the Directors make any delegation in accordance with these Articles they shall do so on the terms that:

65.1 the investment manager shall comply with the terms of his delegated authority;

65.2 the investment manager shall not do anything which the Directors do not have the power to do;

65.3 the Directors may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with these Articles; and

65.4 the Directors shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.

66. The Directors may:

66.1 make such arrangements as they think fit for any investments of the Company or income from those investments to be held by a corporate body as the nominee of the Company; and

66.2 pay reasonable and proper remuneration to any corporate body acting as the nominee of the Company in pursuance of this Article.

## **SECRETARY**

67. The Secretary shall be appointed by the Directors 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 Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **RECORDS AND ACCOUNTS**

68. The Directors shall comply with the requirements of the Act and the Charities Act 1993 as to keeping financial records and the audit or examination and making available of accounts.

## **NOTICES**

69. A notice may be served by the Company upon any Company Member or Society Member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of Company Members or the register of Society Members (as the case may be).

70. Any Company Member or Society Member described in the relevant register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those Company Member or Society Members who are described in the relevant register of members by an address within the United Kingdom shall be entitled to receive notices from the Company .

71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall

be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **DISSOLUTION**

72. Clause 8 of the Company's Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **INDEMNITY**

73. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

SEPTEMBER 2008