

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

MEMORANDUM OF THE ASSOCIATION OF HEALTH PROFESSIONS IN OPHTHALMOLOGY

1. NAME

The name of the company is The Association of Health Professions in Ophthalmology ('the Charity').

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The objects of the Charity ('the Objects') are to promote the practice, education, training and research in the field of ophthalmology and vision science throughout the United Kingdom ("the area of benefit") by promoting high standards of care and treatment of patients with disease or disability affecting the eyes or vision, advancing public education in ophthalmology and vision science, and representing the needs and interests of ophthalmology and vision science in the provision and advancement of health care.

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To develop and maintain standards of competence and competence assessment for ophthalmic skilled procedures undertaken by ophthalmic allied personnel
- 4.2 To provide or arrange provision of certification of competence and awarding of academic qualifications
- 4.3 To recommend and review curriculae for the education and training of ophthalmic allied personnel
- 4.4 To produce textbooks and other materials in any medium for education and training appropriate to the curriculae and standards of competence
- 4.5 To develop and accredit programmes for education and continuing professional development for ophthalmic allied personnel
- 4.6 To provide a forum for ophthalmic-related organisations to collaborate on the practice, research, education and training in the field of ophthalmology and vision science
- 4.7 To represent the views of ophthalmic practitioners and the wider ophthalmic healthcare team
- 4.8 To promote a dynamic and supportive network of education and professional development
- 4.9 To promote evidence-based practice and to promote or carry out research and publish the valid results
- 4.10 To publish and/or distribute information
- 4.11 To co-operate with other bodies
- 4.12 To support, administer or set up other charities
- 4.13 To raise funds (but not by means of taxable trading) and appeal for and receive any contribution, donation, grant or gift of money or property

- 4.14 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.15 To acquire or hire and manage, maintain or improve property of any kind
- 4.16 To sell, let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.17 To make grants or loans of money and to give guarantees
- 4.18 To set aside funds for special purposes or as reserves against future expenditure
- 4.19 To deposit or invest funds in any manner including establishment of a trading arm (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.20 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.20.1 the Trustees set down the investment policy in writing for the financial expert
 - 4.20.2 every transaction is reported promptly to the Trustees
 - 4.20.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.20.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.20.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.20.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.20.7 the financial expert must not do anything outside the powers of the Trustees
- 4.21 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.22 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.23 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.24 Subject to clause 5, to employ paid or unpaid agents, staff or advisers and make provision for pensions and superannuation for paid staff
- 4.25 To enter into contracts to provide services to or on behalf of other bodies
- 4.26 To establish subsidiary companies to assist or act as agents for the Charity
- 4.27 To amalgamate with any other charitable body with similar objects
- 4.28 To pay the costs of forming the Charity
- 4.29 To do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
- 5.1.1 authorised representatives who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5.1.2 authorised representatives (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.3 authorised representatives (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a sub-committee the Trustee concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the prior written consent of the Commission.

6. LIMITED LIABILITY

The liability of members is limited.

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re enacted from time to time and to any subordinate legislation made under it.

WE, the several persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names, and Addresses of Subscribers

| | | | |
|---|----------------|---|-----------------|
| 1 |Signature | 2 | Signature |
| |Name | | Name |
| |Address | | Address |
| | | | |
| | | | |

| | | | |
|---|----------------|---|-----------------|
| 3 |Signature | 4 | Signature |
| |Name | | Name |
| |Address | | Address |
| | | | |
| | | | |

..... Witness's signature
..... Witness's name
..... Witness's address
.....
.....Witness's occupation

DATE:

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

**ARTICLES OF ASSOCIATION OF
THE ASSOCIATION OF HEALTH PROFESSIONS IN OPHTHALMOLOGY**

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited and the subscribers to the Memorandum shall be the first members of the Charity.
- 1.2 The Charity must maintain a register of members and a register of Directors (Trustees) and Company Secretaries.
- 1.3 Membership of the Charity is open to any not-for-profit organisation interested in promoting the Objects which
- 1.3.1 has paid any annual subscription
 - 1.3.2 has objects consistent with those of the Charity
 - 1.3.3 applies to the Charity in the form required by the Trustees
 - 1.3.4 is approved by the Trustees and
 - 1.3.5 signs the Register of members or consents in writing to become a member through authorised representatives as may be specified in standing orders and regulations made under Article 5 below.
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5 Membership is terminated if the member concerned
- 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 ceases to exist
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) but in such a case the member may be reinstated on payment of the amount due
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity, but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice. The member also has the right to be heard, accompanied by a friend before any final decision is made
 - 1.5.5 ceases to comply with any conditions of membership specified in Regulations made under Article 5.6 below.
- 1.6 The Trustees may request any member to replace its authorised representative if in their reasonable opinion, the authorised representative's continued involvement with the Charity is harmful to it, but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice. The member also has the right to be heard, accompanied by a friend before any final decision is made.
- 1.7 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

- 2.1 Each member is entitled to attend general meetings by authorised representatives as may be specified in standing orders and regulations made under Article 5 below. Annual General Meetings are called on at least 21 clear days written notice specifying the business to be discussed. Extraordinary General Meetings are called on at least 14 clear days' written notice.

- 2.2 If a General Meeting is called at shorter notice, it will be valid if this is agreed by all members entitled to attend and vote (in the case of an Annual General Meeting) or by at least 95% of such members (in the case of any other General Meeting).
- 2.3 There is a quorum at a general meeting if the number of members personally present though their authorised representatives or proxies is at least 10% or three members whichever is larger. No business can be transacted unless a quorum is present and, if a meeting begins or becomes inquorate, then it must be adjourned. The Chairperson, with the consent of the members present, can adjourn either an inquorate meeting or a quorate meeting with unfinished business for up to 30 days.
- 2.4 The Chairperson presides at a general meeting. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), some other member elected by those present, presides at a general meeting.
- 2.5 Except where otherwise provided by the Act, every issue is decided by a simple majority of the votes (ordinary resolution) cast on a show of hands. The members shall make reasonable efforts to achieve consensus prior to putting an issue to the vote. The Trustees may make Standing Orders under Article 5.4 to allow members to vote by proxy or to exercise postal votes. The Standing Order permitting a proxy or postal vote must set out the proxy or postal vote form to be used. The Chairperson or any two members or any member having 10% of the voting rights may ask for a count of votes (poll) and provisions of section 373 of the Act will apply.
- 2.6 Except for the Chairperson of the meeting, who has a second or casting vote, every member present in person or through an authorised representative, or a proxy or postal vote has one vote on each issue.
- 2.7 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.8 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation and subsequent AGMs must be held at intervals of not more than 15 months.
- 2.9 At an AGM the members:
- 2.9.1 receive the accounts of the Charity for the previous financial year
 - 2.9.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.9.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 2.9.4 elect persons to be Trustees to fill the vacancies arising
 - 2.9.5 appoint auditors or independent examiners for the Charity
 - 2.9.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
 - 2.9.7 discuss and determine any issues of policy or deal with any other business put before them.
- 2.10 Any general meeting which is not an AGM is an EGM.
- 2.11 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 4 members.
- 2.12 Any amendment to the Memorandum or Articles must be passed by special resolution requiring not less than a 75% majority vote of the members at a duly convened general meeting of the Charity held at not less than 21 clear days' notice. Notice of the resolution, once passed, must be sent to the Commission and to Companies House within 14 days, together with a copy of the amended memorandum and articles. No amendment to the memorandum or articles may be made to clauses 3, 5 or 8 of the memorandum or to Article 3.1 without the prior written consent of the Commissioners.

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 There must at all times be at least three Trustees being the Officers of the Charity (Chairperson, Vice-Chairperson and Treasurer). At each AGM, each member may nominate an authorised representative for appointment to serve as a Trustee up to a maximum of 18. The Officers of the Charity are elected at each AGM from amongst the nominated Trustees. The appointment or election of, qualifications for and duties of Officers and Trustees must be specified in Regulations made under Article 5.6 below.
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 3.5 At each AGM one-third of the Trustees (being those who are longest-serving) must retire by rotation but may offer themselves for re-appointment or further co-option. Provided that no Trustee may serve for more than six consecutive years or such other period as may be fixed by Regulations made under Article 5.6. Where two Trustees have the same length of service, and they cannot agree which of them should retire, the one to retire must be decided by drawing lots.
- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent without apology from five consecutive meetings of the Trustees
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.6.6 is removed under Article 3.10
 - 3.6.7 fails to declare a payment or benefit as required by Clause 5.4 of the Memorandum of Association
 - 3.6.8 ceases to have a required qualification as previously agreed by the members.
- 3.7 The Trustees may at any time co-opt any individual duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM and the total number of co-optees on the board at any one time shall not be more than one-half the elected Trustees.
- 3.8 The Charity may increase or reduce the maximum number of Trustees by passing an ordinary resolution, provided that the number is not reduced to below three. If the total number of Trustees falls below the quorum, then the remaining Trustee(s) can continue to act, but only in order to appoint more Trustees or call a general meeting of the Charity.
- 3.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.10 The Charity's members voting in a General Meeting, can remove any Trustee by an ordinary resolution with special notice given according to section 303 of the Act, after the Meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views. The members can replace a Trustee once s/he is removed.

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least 2 meetings each year, but otherwise can arrange and hold their meetings as they see fit and according to Rules made under Article 5.5 below. A quorum at a meeting of the Trustees is one-third of the Trustees with a minimum of 3.

- 4.2 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.3 The Chairperson presides at each meeting of the Trustees. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), some other Trustee chosen by the Trustees present presides at the meeting.
- 4.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature). The Trustees shall make reasonable efforts to achieve consensus prior to putting an issue to the vote.
- 4.5 Except for the Chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.6 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 4.7 The Trustees may invite any person as they think fit to attend their meetings in the capacity of non-voting observer or advisor.

5. POWERS OF TRUSTEES

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

- 5.1 to appoint (and remove) any person (who may but need not be a Trustee) to act as Secretary to the Charity in accordance with the Act and to remunerate that person if s/he is not a Trustee or if s/he is a Trustee, under the provisions of Clauses 5.2 and 5.3 of the Memorandum and to appoint (and remove) an unremunerated honorary secretary from amongst the Trustees to assist the Secretary and the Chairperson
- 5.2 to appoint working parties (consisting wholly or in part of Trustees) to consider and make recommendations (but not take decisions)
- 5.3 to delegate any of their functions to sub-committees consisting of three or more individuals appointed by them (but at least one member of every sub-committee must be a Trustee and all proceedings of sub-committees must be reported promptly to the Trustees)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act, to govern proceedings at general meetings (including the exercise of proxy or postal votes) and the powers of sub-committees
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of sub-committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the membership and administration of the Charity (including the nomination, appointment and co-option of Trustees and advisers), the use of its premises, and the use of its seal (if any)
- 5.7 to invite any person to act as non-voting adviser or observer at their meetings or at meetings of the Charity
- 5.8 to establish procedures to assist the resolution of disputes within the Charity
- 5.9 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of
- 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by authorised representatives of members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be:
- 6.4.1 supplied on request to any Trustee or member, or to any other individual who makes a written request and pays the Charity's reasonable costs, within two months and
 - 6.4.2 sent to each member at least 21 days before an AGM, together with a copy of the Auditor's or Examiner's Report and the Trustees' Annual Report.
- 6.5 If the Act requires something to be done by both a Trustee and the Company Secretary, then the same person acting in both capacities cannot do this.
- 6.6 The Trustees may each year carry out a social audit through an independent assessor, in addition to the financial audit. The purposes of the social audit are to:
- 6.6.1 identify the social costs and benefits of the Charity's work
 - 6.6.2 enable non-financial assessments of the Charity's performance to be made
 - 6.6.3 assess the Charity's internal democracy and decision-making
 - 6.6.4 assess its effects on beneficiaries, users and partners, the wages, health and safety, training, development and job satisfaction of its employees and volunteers, and its compliance in general with the principles of good human resource management.

7. NOTICES

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

8. DISSOLUTION

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

9. INDEMNITY

9.1 Unless the provisions and operation of this Article are avoided by any provision of the Act, every Trustee and every Officer or employee of the Charity shall be indemnified by the Charity out of its funds against all costs, losses, charges, expenses and liabilities sustained or incurred by her/him:

9.1.1 in defending any proceedings (whether civil or criminal) in respect of any negligence, default, breach of duty or of trust of which s/he may be guilty in relation to the Charity and in which judgment is given in her/his favour or in which s/he is acquitted or in respect of which relief is granted to her or him by the Court under the provisions of the Act; or

9.1.2 in respect of any contract entered into or act or deed done by her/him by virtue of her/his instructions or authority from the Trustees or in any way in the discharge of her/his duties.

10. INTERPRETATION

In the Memorandum in and in these Articles:

10.1 'The Act' means the Companies Act 1985 as amended

'AGM' means an annual general meeting of the Charity'

'these Articles' means these articles of association

'authorised representative' means an individual (or her/his alternate) who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

'Chairperson' means the Chairperson of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

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

'member' and 'membership' refer to membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'not-for-profit organisation' means an organisation with a mainly voluntary management committee, and whose primary object is not private gain, and whose constitution forbids the distribution of its surplus income or its assets amongst its members

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

'Secretary' means the Company Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'Trustee' means a director of the Charity and 'Trustees' means all of the directors
'written' or 'in writing' refers to a legible document on paper including a fax message
'year' means calendar year.

10.2 Expressions defined in the Act have the same meaning.

10.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Signatures, Names, and Addresses of Subscribers

1Signature
.....Name
.....Address
.....
.....

2 Signature
..... Name
..... Address
.....
.....

3Signature
.....Name
.....Address
.....
.....

4 Signature
..... Name
..... Address
.....
.....

..... Witness's signature
..... Witness's name
..... Witness's address
.....
.....Witness's occupation

Date

THE ASSOCIATION OF HEALTH PROFESSIONS IN OPHTHALMOLOGY

STANDING ORDER 1 MADE UNDER ARTICLE 5.4 OF THE ARTICLES OF ASSOCIATION

PROXY VOTING AT GENERAL MEETINGS

1. A member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney.
2. The content of a proxy form is set out below.
3. If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be given to the Charity at its registered office at the same time as the signed proxy form.
4. A signed proxy form for a general meeting must be sent to the Company Secretary of the Charity to arrive at least 48 hours before the time the general meeting is due to commence.
5. If the proxy form is to be used to vote on a poll, it must be sent to the Company Secretary of the Charity to arrive at least 24 hours before the time the poll is due to be held.
6. The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll on any issue.

PROXY FORM

I _____ (name of member)

of _____ (address of member)

a member of **THE ASSOCIATION OF HEALTH PROFESSIONS IN OPHTHALMOLOGY**

HEREBY APPOINT:

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me on my behalf at the

ANNUAL / EXTRAORDINARY / ADJOURNED [delete as appropriate] **GENERAL MEETING**

to be held on the _____ [date] and at every adjournment thereof.

As witness my hand this _____ day of _____.

Signed: _____ [signature of member or member's duly appointed attorney]

THE ASSOCIATION OF HEALTH PROFESSIONS IN OPHTHALMOLOGY

REGULATIONS MADE UNDER ARTICLE 5.6 OF THE ARTICLES OF ASSOCIATION

1.0 FINANCIAL ADMINISTRATION

- 1.1 All funds of the Charity including subscriptions, donations, contributions and bequests will be paid into accounts opened in the Charity's name with a bank or building society as decided by the Trustees.
- 1.2 The Treasurer, with the consent of the Trustees, has the authority to transfer money between the Charity's various accounts.
- 1.3 The financial year of the Charity runs from the 1st April to 31st March.
- 1.4 Up to four persons will be authorised by the Trustees to sign cheques and other financial documents. Two authorised signatures are required for all financial transactions and related documents.
- 1.5 All payments will be authorised by the Trustees in accordance with the financial policies and procedures of the Charity. In any event any payment over £500 must be sanctioned in advance by the Trustees. All payments must be reported by the Treasurer to the Trustees at their meetings together with details of the current state of the accounts.

2.0 MEMBERSHIP

- 2.1 Organisations may be admitted as members of the Charity in one of three categories:
- Full Membership
 - Provisional Membership
 - Associate Membership.
- There will be no individual members. Individuals may be invited to serve in an advisory capacity as Lay Advisers.
- 2.2 Full Membership of the charity shall be open only to those national or international United Kingdom and Ireland ophthalmological organisations and societies or societies of allied health personnel in ophthalmology. The conditions of membership of full members are that they must be:
- 2.2.1 representative of a specific constituency of or use of allied health professionals in ophthalmology;
 - 2.2.2 not-for-profit organisations as defined in Article 10 of the Articles of Association
 - 2.2.3 national or international in scope
 - 2.2.4 non-discriminatory as to race, colour, religion, age, sexual orientation, or gender;
 - 2.2.5 established in on-going activities and fiscally solvent;
 - 2.2.6 supportive of certification and state registration for personnel in ophthalmology;
 - 2.2.7 interested in the educational process;
 - 2.2.8 willing and able to appoint and support professional member representatives' attendance at Charity meetings and fulfilment of Charity responsibilities;
 - 2.2.9 in receipt of final approval by two-thirds vote of the Trustees.
- 2.3 Full members shall appoint two authorised representatives to attend and vote in general meetings of the Charity.
- 2.4 Provisional Membership is open to those organisations, associations or societies which meet the criteria for full membership and whose expressed objective is full membership of the Charity, and whose membership of the Charity is approved by a vote of two thirds of the Trustees. Provisional Member Organisations will be expected to retain Provisional Member status for a minimum of two years before the Trustees may consider inviting the Provisional Member to become a Full Member. The status of Provisional Membership will be reviewed annually by the Trustees. Provisional Members shall designate two representatives who shall actively participate in the work of the Charity. One of these members shall be appointed as a non-voting member to the Board of Trustees. Provisional members shall be expected to attend meetings regularly, participate in discussion from the floor, accept committee appointments, and shall have one vote each at general meetings.
- 2.5 Associate Membership is open to non-profit civic, public or professional organisations bearing some relationship to and supportive of activities of the Charity. Associate Members can appoint one

representative to attend general meetings of the Charity. Associate members may attend and speak at general meetings but may not vote. Such membership shall be reviewed annually by the Trustees.

- 2.6 Each member organisation shall notify the name of the representative(s) appointed by it and of any alternate to the secretary. Alternate representatives may only attend meetings in the absence of the designated representative. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

3.0 APPOINTMENT OF TRUSTEES

- 3.1 One Trustee shall be appointed from each full member organisation unless the organisation declines to appoint a trustee. Representatives from provisional member organisations may attend Trustees' meetings and have rights of the floor but without vote.
- 3.2 Each trustee shall be appointed for a period of three years, which may be extended for a further period of three years. Further extensions shall only be accepted in respect of any Trustee if there are no other candidates for that trustee's post.
- 3.3 If a Trustee is due to complete her/his term of office, the member s/he represents as Trustee must notify the Secretary of her/his proposed replacement at least two months before the next AGM. If a trustee wishes to resign, s/he must ensure that the member notifies the Charity of her/his replacement at least two months before the next AGM or, if this is not practicable, as soon as is reasonably possible.
- 3.4 If the Trustee of a member organisation is appointed to the office of chairperson, treasurer or secretary, the second representative may attend meetings of the board of trustees in a non-voting capacity. All minutes of general meetings shall be circulated to both representatives of each member organisation. Minutes of Trustees' meetings shall be circulated to non-voting representatives, observers and advisers at the discretion of the Trustees.

4.0 DUTIES OF THE TRUSTEES

- 4.1 The Trustees shall study problems and formulate policies. They shall adopt the annual budget and authorise such supplementary appropriations as it may deem desirable. Annual dues, fees and/or assessments proposed by the treasurer or Finance Sub-committee shall be considered for the Trustees approval. The Trustees shall present to general meetings such matters as it deems necessary for consideration by the membership, and any other business that in its discretion should be brought before general meetings of the Charity.
- 4.2 The Trustees shall meet between two and five times per year.
- 4.3 The Officers of the Charity (chairperson, vice-chairperson and treasurer) shall be elected by the members at annual general meetings and from amongst the representatives nominated as Trustees by the members. Upon the appointment of these Officers, the second representative of the member organisation shall be entitled to attend meetings of the trustees, but without voting rights. The chairperson and vice-chairperson shall be elected for a period of two years, which may be extended for a further two years. The treasurer shall be elected for a term of three years, which may be extended for a further three years. Further extension beyond the specified periods in respect of any Officer's post shall only be permitted if there are no other candidates for that post. In the event of a casual vacancy amongst the Officers, Article 3.7 shall apply.
- 4.4 All Trustees shall abide by the memorandum and articles of the Charity and its Standing Orders, Rules, Regulations, and policies as it may adopt from time to time.

5.0 DUTIES OF THE OFFICERS

- 5.1 The Chairperson of the Trustees shall preside at all general and trustees meetings of the Charity. The Chairperson shall direct the secretary to call extraordinary and annual general meetings of the Charity by notification of the membership. The chairperson shall be an ex-officio non-voting member of all sub-committees but retain voting rights in Trustees' and the Finance Sub-committee meetings.

- 5.2 The Vice-Chairperson shall take on all duties of the Chairperson in her/his absence in relation to presiding at or calling meetings.
- 5.3 The Treasurer shall be the official custodian of the funds belonging to the Charity and shall be responsible for the maintenance of an accurate record of the income and disbursements of such funds, and file reports thereof at such times and in such manner as the Trustees request. The Treasurer shall be responsible for submitting the audited or independently examined accounts to each Annual General Meeting or otherwise at the request of the Trustees. The Treasurer shall
- 5.3.1 supervise the establishment of such bank accounts as may be necessary; shall, where deemed appropriate by the Trustees
 - 5.3.2 establish an endowment fund for the deposit of grants, gifts, bequests or surplus funds of the Charity; and
 - 5.3.3 shall deposit and disburse the Charity's funds in accordance with instructions of the Trustees. The signature of the treasurer, and that of such other person or persons as designated by the Board of Trustees, shall be the authorised signatures cheques drawn on such accounts for the Charity in excess of £500

6.0 LAY ADVISER

- 6.1 Upon a two-thirds vote of the Trustees, they shall invite a representative of the public-at-large to serve as non-voting advisor to the Board of Directors. The Lay Adviser shall be appointed in such manner as the Trustees shall from time to time decide and shall serve with the perspective that actions taken on the Charity's structure, policies, and programs are in the best interest of the public. The Lay Adviser shall have knowledge, experience, or training in matters of healthcare and the public interest generally and shall have such other qualifications or attributes as the Trustees may from time to time direct.
- 6.2 However, the Lay Adviser shall not:
- 6.2.1 be a member, employer, or employee of the profession allied to ophthalmology, or
 - 6.2.2 be an employee of the Charity or
 - 6.2.3 currently or in the preceding five years have represented the Charity or the profession for a fee or otherwise derived more than 5% (five percent) of aggregate income from the profession or from the Charity;
 - 6.2.4 be married to a member of the professions allied to ophthalmology; or
 - 6.2.5 be a member of another health profession. The Lay Adviser may attend and speak at meetings of the Trustees and the Charity but shall have no voting rights. The term of the Lay Adviser shall be for two years and may be renewed.

7.0 CHIEF EXECUTIVE OFFICER / SENIOR ADMINISTRATIVE CONSULTANT

- 7.1 The Chief Executive Officer may be a salaried employee of the Charity or may be a self-employed administrative consultant, and shall be appointed as secretary and be responsible for administering the day-to-day operations. The Chief Executive Officer is appointed by and serves at the discretion of the Trustees.
- 7.2 The Chief Executive Officer shall be authorised to disburse funds only up to amounts and for such purposes as are established by a resolution of the Trustees. S/he shall work under the direction of the Trustees, shall perform such duties as required by them and shall be an ex-officio non-voting member of all sub-committees.
- 7.3 As company secretary, the Chief Executive Officer shall take steps to ensure compliance with the Act and these Articles and shall be responsible for the maintenance of complete records of the Charity, including minutes of the general meetings and meetings of the Trustees. The secretary shall supervise the official and necessary correspondence of the Charity, be responsible for the notification of members of the time and place of all meetings, and perform such duties as are required by such an office or as directed by the chairperson.