

I.I. MEMORANDUM & ARTICLES OF ASSOCIATION

I.I.I. MEMORANDUM OF ASSOCIATION

**COMPANY NUMBER: 4620869
THE COMPANIES ACTS 1985 AND 1989**

**CHARITY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
INTERNATIONAL AGENCY FOR THE PREVENTION OF BLINDNESS**

**Incorporated on 18 December 2002
(as amended by special resolutions passed on 20 August 2004, 21 September 2007
and 11 October 2010)**

1. **NAME**
The name of the company (the "Charity") is INTERNATIONAL AGENCY FOR THE PREVENTION OF BLINDNESS.
2. **REGISTERED OFFICE**
The registered office of the Charity will be situated in England.
3. **OBJECTS**
The objects for which the Charity is established are the relief of blind and/or handicapped persons.
4. **POWERS**
In furtherance of such objects, but no further or otherwise, the Charity shall have power:-
 - 4.1 to publish or otherwise to reproduce and circulate, periodicals, magazines, books, leaflets or other documents, films or tapes or instructional matter on any media;
 - 4.2 to hold exhibitions, lectures, classes, seminars and other courses either alone or with others;
 - 4.3 to foster and undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
 - 4.4 to provide or procure the provision of counselling and guidance;
 - 4.5 to seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
 - 4.6 to co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
 - 4.7 to co-operate with any other charitable organisation whether incorporated or unincorporated and with any other commercial organisation whose objects and policies are not opposed to or incompatible with the objects of the Charity;
 - 4.8 to accept subscriptions, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for the objects of the Charity

- and (subject to such consents as may be required by law) sell lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.9 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;
- 4.10 to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.11 to borrow or raise money for the objects of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Charity shall not undertake any permanent trading activities in raising funds for the objects of the Charity;
- 4.12 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Charity;
- 4.13 to invest the money of the Charity not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below;
- 4.14 to delegate the management of investments to a financial expert provided that:
- 4.14:1 the financial expert is:
- (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - (b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001;
- 4.14:2 the investment policy is set down in writing for the financial expert by the Trustees;
- 4.14:3 every transaction is reported promptly to the Trustees;
- 4.14:4 the performance of the investments is reviewed regularly by the Trustees;
- 4.14:5 the Trustees are entitled to cancel the delegation arrangements at any time;
- 4.14:6 the investment policy and the delegation arrangements are reviewed at least once a year;
- 4.14:7 all payments due to the financial expert are on scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
- 4.14:8 the financial expert may not do anything outside the powers of the Trustees;
- 4.15 to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;
- 4.16 to establish and support any charitable association or body and to subscribe or guarantee any money for charitable purposes calculated to further the objects of the Charity;
- 4.17 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity;

- 4.18 to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 4.19 to trade in the course of carrying out the objects of the Charity and to carry on any other trade which is not expected to give rise to taxable profits;
- 4.20 subject to the provisions of clause 5 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Charity or their dependants;
- 4.21 to form any subsidiary company of the Charity including subsidiary companies whose objects are not exclusively charitable and subsidiary companies formed for the express purpose of carrying on a trade in business;
- 4.22 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to that of the Charity and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum;
- 4.23 to undertake and execute charitable trusts;
- 4.24 to establish where necessary local branches (whether autonomous or not);
- 4.25 to provide (on such terms as to remuneration or without receiving remuneration as the Board of Trustees shall in the exercise of its discretion properly decide) administrative services for any organisation or organisations (whether having corporate identity or not) whether resident or operating in the United Kingdom or elsewhere in the world PROVIDED ONLY that any organisation so assisted shall be non profit making and have aims generally similar to all or a significant part of those set out in this Memorandum;
- 4.26 to do all such other lawful things as shall further the above objects or any them;

PROVIDED THAT:

- 4.27 in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 4.28 the objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 4.29 in case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Charity shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it as such Board of Trustees would have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commission over such Board of Trustees but it shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

5. APPLICATION OF INCOME AND PROPERTY

The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board of Trustees shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Charity unless as specifically approved by the Board of Trustees or so authorised by the Charity Commission.

- 5.1 of reasonable and proper remuneration to any member, officer or servant of the Charity not being a Trustee for any services rendered to the Charity;
- 5.2 of interest on money lent by any member of the Charity or a Trustee at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Trustees or 3% whichever is the greater;
- 5.3 of reasonable and proper rent for premises demised or let by any member of the Charity or of the Board of Trustees;
- 5.4 of fees, remuneration or other benefit in money or monies worth to a company of which a Trustee may be a member holding not more than one-hundredth part of the capital of that company and to any Trustee of out-of-pocket expenses;
- 5.5 of fees or other appropriate remuneration for professional services provided to any firm of solicitors or accountants in which any Trustee is a partner PROVIDED THAT such member shall have made a full declaration of his interest in any such payment.

6. LIMITED LIABILITY

The liability of the members is limited.

7. CONTRIBUTION TO ASSETS OF THE CHARITY

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 amount as may be required not exceeding one pound.

8. SURPLUS ASSETS

If on the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable 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 to an extent at least as great as is imposed on the Charity under or by virtue of clause 5, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

9. DEFINITIONS

Words and phrases used in this Memorandum have the same meanings as are ascribed to them in the Articles unless the context otherwise requires.

We the subscribers to this Memorandum, wish to be formed into a company pursuant to this Memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Allen Foster
Madeley Lodge
Madeley Court
Hemingford Grey
Huntingdon
Cambridgeshire PE28 9DF

Date: 3 December 2002

Witness to the above signature:

Signature:	Peter John Mount
Name:	Peter John Mount
Address:	31 Hardwick Lane Buckden St Neots, Cambs PE19 5UN
Occupation:	Solicitor

1.1.2. ARTICLES OF ASSOCIATION

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

ARTICLES OF ASSOCIATION OF INTERNATIONAL AGENCY FOR THE PREVENTION OF BLINDNESS

1. DEFINITIONS AND INTERPRETATION

In these Articles and the Memorandum:

- 1.1 "Acts" means the Companies Acts 1985 and 2006;
- 1.2 "Articles" means the Articles of Association of the Charity;
- 1.3 "Board of Trustees" means the board of trustees/directors of the Charity;
- 1.4 "Charity" means International Agency for the Prevention of Blindness;
- 1.5 "Memorandum" means the Memorandum of Association of the Charity;
- 1.6 (deleted)
- 1.7 "Secretary" means any person appointed to perform the duties of the secretary of the Charity;
- 1.8 "Trustee" or "Trustees" means director or directors as defined in the Act;
- 1.9 "in writing" means written, printed or transmitted writing including by electronic communication; and
- 1.10 "United Kingdom" means Great Britain and Northern Ireland.
- 1.11 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.
- 1.12 Unless the context otherwise requires, words or expressions contained in these articles shall bear the meaning as in the Act or any statutory modification of the Act in force at the date at which these articles become binding on the Charity.

2. MEMBERS

- 2.1 Persons of 18 years of age or older and companies or other bodies with legal personality may be registered as members of the Charity.
- 2.2 The subscribers to the Memorandum and such other persons as the Board of Trustees shall admit shall membership in accordance with the Articles shall be members of the Charity from time to time.
- 2.3 An application for membership in any category must be made in writing to the Board of Trustees in such form as the Board of Trustees accepts from time to time and may be approved or rejected by the Board of Trustees. The Board of Trustees shall have the right for good and sufficient reason (including, but not limited to, failure to pay the membership dues) to resolve in a meeting at which at least half of the Trustees are present to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision.

- 2.4 The Board of Trustees shall have the right to set appropriate and reasonable membership dues.
- 2.5 Unless the Board of Trustees or the Charity in general meeting shall make other provision pursuant to the powers contained in Article 20, the Board of Trustees may in its absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than 3.
- 2.6 Membership of the Charity shall be personal to the member and shall terminate forthwith on the death of any member who is an individual or in the case of a corporate body if that member is placed in liquidation or (in the case of a company registered under the Companies Acts) struck off the Register at Companies House.

3. GENERAL MEETINGS

- 3.1 The Charity shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next provided that so long as the Charity holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Trustees shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 3.2 The Board of Trustees may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitioner, as provided by the Act. If at any time there are not sufficient members of the Board of Trustees to form a quorum, any Trustee or any 2 Trustees may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Trustees.

4. NOTICE OF GENERAL MEETINGS

- 4.1 General meetings shall be called by at least 14 days' notice in writing unless the Companies Acts require a longer notice period. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner mentioned below or in such other manner, if any, as may be prescribed by the Charity in general meeting, so such persons as are, under the articles of the Charity, entitled to receive such notices from the Charity provided that a member of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:
 - 4.1:1 in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
 - 4.1:2 in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at the meeting of all the members
- 4.2 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his rights to appoint another person as his proxy at a general meeting.

- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board of Trustees and auditors, the election of Trustees in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
- 5.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One-third of members entitled to attend and vote (in person or by proxy) at a general meeting shall be a quorum. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Trustees may determine.
- 5.3 A member may appoint a proxy. The instrument appointing a proxy shall be signed by the appointing member and deposited at the registered office of the Charity not less than 48 business hours before the time of the meeting.
- 5.4 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 5.5 An appointment under a proxy notice may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy instrument only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 5.6 The chairman, if any, of the Board of Trustees shall chair every general meeting of the Charity, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Trustees present shall elect one of their number to chair the meeting.
- 5.7 If at any meeting no Trustee member is willing to act as chairman or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting, save that a proxy holder shall not be entitled to be appointed the chairman.
- 5.8 The chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
- 5.9 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 on the declaration of the result of the show of hands) demanded:
- 5.9:1 by the chairman; or
- 5.9:2 by at least 2 members present;

5.9:3 by any member or members present in person and having not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

5.10 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.11 The demand for a poll may be withdrawn.

5.12 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.

5.13 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

5.14 Subject to the provisions of the Act, where the required majority of all members entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) signify their agreement with a resolution in writing or constituted by an exchange of an email, that resolution shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Any such resolution in writing or constituted by an exchange of an email may consist of 2 or more documents in like form.

6. VOTES OF MEMBERS

6.1 Every member shall have one vote;

6.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Charity has been paid according to the principles of payment determined by the Board of Trustees.

7. ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

Any organisation which is a member of the Charity may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Charity.

8. BOARD OF TRUSTEES

8.1 The maximum and minimum number of Trustees shall be determined by the Charity by ordinary resolution in general meeting, but unless and until so fixed there shall be no maximum number and the minimum number of Trustees shall be 9.

8.2 The Trustees may be paid all reasonable expenses properly incurred by them in attending and returning from Trustees' meetings or general meetings of the Charity or in connection with the business of the Charity.

8.3 No person shall be appointed or elected as a Trustee who is not a member of the Charity or an appointed representative of a Charity or other body having corporate identity which is a member of the Charity.

- 8.4 Any Trustee (other than an alternate Trustee) may appoint any other Trustee, or any other person approved by resolution of the Trustees and willing to act, to be an alternate Trustee and may remove from office an alternate Trustee so appointed by him.
- 8.5 An alternate Trustee shall be entitled to receive notice of all meetings of Trustees and of all meetings of committees of Trustees of which his appointor is a member, to attend and vote at any such meeting at which the Trustee appointing him is not normally present, and generally to perform all the functions of his appointor as a Trustee in his absence but shall not be entitled to receive any remuneration from the Charity for his services as an alternate Trustee.
- 8.6 An alternate Trustee shall cease to be an alternate Trustee if his appointor ceases to be a Trustee.
- 8.7 Any appointment or removal of an alternate Trustee shall be by notice to the Charity signed by the Trustee making or revoking the appointment or in any other manner approved by the Trustees.
- 8.8 Save as otherwise provided in the Articles, an alternate Trustee shall be deemed for all purposes to be a Trustee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Trustee appointing him.

9. BORROWING POWERS

The Trustees may exercise all the powers of the Charity to borrow money, and to mortgage or charge the whole or any part of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

10. POWERS AND DUTIES OF THE BOARD OF TRUSTEES

- 10.1 The business of the Charity shall be managed by the Board of Trustees who may exercise all such powers of the Charity as are not required to be exercised by the Charity in general meeting. The Board of Trustees may appoint and engage a chief executive officer and/or other senior executive officers to carry out the decisions of the Board of Trustees; and the chief executive officer and/or the other senior executive officers shall report all acts and proceedings to the Board of Trustees as soon as is reasonably possible.
- 10.2 All cheques and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time determine.
- 10.3 The Trustees shall cause minutes to be made:
 - 10.3:1 of all appointments of officers made by the Trustees;
 - 10.3:2 of the names of the Trustees present at each Trustees' meeting;
 - 10.3:3 of all resolutions and proceedings at all meetings of the Charity, and of the Trustees

11. DISQUALIFICATION OF TRUSTEES

- 11.1 The office of a Trustee shall be vacated if the Trustee:
 - 11.1:1 becomes bankrupt or makes any arrangements or composition with his creditors generally;

11.1:2 becomes prohibited from being a Trustee by reason of any order made under Section 295 of the Act;

11.1:3 becomes prohibited from being a trustee of a charity or a director of a company by the order of a Court of competent jurisdiction or of the Charity Commission;

11.1:4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

11.1:5 resigns his office by written notice to the Charity; or

11.1:6 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by Section 317 of the Act.

11.2 A Trustee shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

12. ELECTION AND RETIREMENT OF TRUSTEES

12.1 Trustees shall be appointed for a four-year term by ordinary resolution of the members of the Charity.

12.2 A Trustee shall retire at the annual general meeting following the end of his four-year term. A retiring Trustee shall be eligible for re-election but shall hold no more than three consecutive four-year terms.

12.3 The Trustees shall have power at any time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with the Articles.

12.4 The Charity may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Trustee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Charity and such member. The Board of Trustees may by ordinary resolution appoint another person in place of a Trustee removed under this article.

13. PROCEEDINGS OF THE BOARD OF TRUSTEES

13.1 The Trustees may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Trustee may, and the Secretary on the request of a Trustee shall, at any time summon a Trustees' meeting.

13.2 The quorum necessary for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees and, unless so fixed, shall be one-third of the membership of the Board of Trustees, subject to a minimum of 3.

13.3 The Board of Trustees 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 of the Charity as the necessary quorum of members, the Board of Trustees may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Charity, but for no other purpose.

13.4 The Board of Trustees may elect a chairman of its meetings and determine the period for which he is to hold office but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for

holding the same, the Trustees present may choose one of their number to chair the meeting.

- 13.5 The Board of Trustees may delegate any of its powers to sub-committees consisting of such persons as it thinks fit and any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Trustees and shall report all acts and proceedings to the Board of Trustees as soon as is reasonably practicable.
- 13.6 A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 13.7 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 13.8 All acts done by any meeting of the Board of Trustees or of a sub-committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as a member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
- 13.9 A resolution in writing signed or constituted by an exchange of email by all the Trustees entitled to receive notice of a meeting of the Board of Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held, and may consist of several documents in like form each signed by one or more Trustees.

14. SECRETARY

- 14.1 Subject to Section 293 of the Act, the Secretary shall be appointed by the Board of Trustees for such term at such remuneration and on such conditions as the Board of Trustees may think fit. Any Secretary may be removed by the Board of Trustees. No Trustee may occupy the salaried position of Secretary.
- 14.2 A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the Secretary.

15. ACCOUNTS

- 15.1 The Board of Trustees shall cause accounting records to be kept in accordance with Sections 221 and 222 of the Act.
- 15.2 The accounting records shall be kept at the registered office of the Charity or, subject to Section 227 of the Act, at such other place or places as the Board of Trustees thinks fit, and shall always be open to the inspection of the officers of the Charity.
- 15.3 The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of members not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Trustee or by the Charity in general meeting.

15.4 The Board of Trustees shall from time to time in accordance with Section 238 to 242 of the Act cause to be prepared and to be laid before the Charity in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

15.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Charity in general meeting, together with a copy of the auditor's report, and the Board of Trustees' report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Charity provided that this article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

16. AUDIT

Auditors shall be appointed and their duties regulated in accordance with Section 384 to 392 of the Act.

17. VIRTUAL MEETINGS

A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

18. NOTICES

18.1 A notice may be given by the Charity to any member either personally or by sending it by post to him or to his registered address whether inside or outside the United Kingdom, or (if he has no registered address within the United Kingdom) to the address, if any, supplied by him to the Charity for the giving of notice to him or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him. Proof that an envelope containing a notice was properly addressed, prepared and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 72 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 72 hours after the time it was transmitted.

18.2 Notice of every general meeting shall be given in any manner authorised by these articles to:

18.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;

18.2.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;

18.2.3 the auditor for the time being of the Charity; and

18.2.4 each Trustee.

No other person shall be entitled to receive notices of general meetings.

19. DISSOLUTION

Clause 7 of the Memorandum relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.

20. RULES OR BYELAWS

20.1 The Board of Trustees may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or byelaws regulate:

20.1:1 the admission and classification of members of the Charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members;

20.1:2 the conduct of members of the Charity in relation to one another, and the Charity's employees;

20.1:3 the setting aside of the whole or any parts of the Charity's premises at any particular time or times or for any purpose of purposes;

20.1:4 the procedure at meetings of the Board of Trustees and sub-committee in so far as such procedure is not regulated by these Articles; and

20.1:5 generally all such matters as are commonly the subject matter of the Charity's rules.

20.2 The Charity in general meeting shall have power to alter or repeal the rules or byelaws and to make additions to them, and the Board of Trustees shall adopt such means as it deems sufficient to bring to the notice of members of the Charity all such rules or byelaws, which so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.

21. INDEMNITY

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

22. HEADINGS

The headings in the Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

We the subscribers to this Memorandum, wish to be formed into a company pursuant to this Memorandum.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Allen Foster
Madeley Lodge
Madeley Court
Hemingford Grey
Huntingdon
Cambridgeshire PE28 9DF

Date: 3 December 2002

Witness to the above signature:

Signature:	Peter John Mount
Name:	Peter John Mount
Address:	31 Hardwick Lane Buckden St Neots, Cambs PE19 5UN
Occupation:	Solicitor

1.2. BYELAWS

With changes approved by Board in September 2007 and 11 October 2010

Background

International Agency for the Prevention of Blindness (the “Charity”) is a company limited by guarantee (registered in England and Wales under number 4620869) and a charity (registered in England and Wales under number 1100559).

These byelaws are made by the trustees of the Charity (the “Trustees”) pursuant to Article 20 of the Articles of Association of the Charity (the “Articles”) (as amended by special resolutions passed on 20 August 2004 and 21 September 2007).

These byelaws relate to the following:

- membership of the Charity – byelaw (1);
- general governance of the Charity – byelaw (2); and
- the purpose, composition and powers of the Board of Trustees – byelaw (3).

Definitions and interpretation

Words and phrases used in these byelaws have the same meaning as ascribed to them in the Articles unless the context otherwise requires.

The Memorandum and Articles of Association of the Charity shall take precedence over these byelaws and these byelaws shall not be interpreted or applied in any way which is inconsistent with the Memorandum and Articles of Association.

Amendment

These byelaws may be amended in accordance with Article 20, which requires any amendment to be approved by an ordinary resolution of the Members of the Charity.

These byelaws were made on 21st September 2007.

Signed:
Chairman of the Trustees

1.2.1. BYELAW 1: MEMBERSHIP

STATUS

1. Membership is as defined in Article 2 of the Articles.

APPLICATION FOR MEMBERSHIP

2. An individual or organisation wishing to become a Member must comply with Article 2.3, namely, apply in writing in a form acceptable to the Trustees.
3. An institutional member shall nominate a representative to represent it at general meetings in accordance with Article 7.
4. Membership is approved and Members can be removed by ordinary resolution of the Trustees in accordance with Article 2.3.
5. The Trustees have the right to set membership dues in accordance with Article 2.4.

RIGHTS & PRIVILEGES

6. All Members are subject to the Memorandum and Articles of Association and the byelaws issued by the Charity from time to time.

CATEGORY A MEMBERS

7. Each Category A Member shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time:
 - 7.1 To rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity;
 - 7.2 To nominate a candidate for appointment as a Trustee to the Board; and
 - 7.3 To enjoy the rights and privileges conferred on them in the discretion of the Trustees, such as the right to use the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity.

CATEGORY B MEMBERS

8. Each Category B Member shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time:
 - 8.1 To rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity;
 - 8.2 To consult with the other Category B Members to determine which 2 Category B Members will be nominated as candidates for appointment as a Trustee to the Board; and
 - 8.3 To enjoy the rights and privileges conferred on them in the discretion of the Trustees, such as the right to use the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity.

CATEGORY C MEMBERS

9. Each Category C Member shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time to rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity.

CATEGORY D MEMBERS

10. Each Category D Member shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time:
 - 10.1 To rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity; and
 - 10.2 To enjoy the rights and privileges conferred on them in the discretion of the Trustees, such as the right to use the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity.

CATEGORY E MEMBERS

11. Each Category E Member shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time:
 - 11.1 To rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity;
 - 11.2 To nominate a candidate for appointment as a Trustee to the Board; and
 - 11.3 To enjoy the rights and privileges conferred on them in the discretion of the Trustees, such as the right to use the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity.

FOUNDER MEMBERS

12. Founder Members shall be entitled:
 - 12.1 To rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity;
 - 12.2 To nominate a candidate for appointment as a Trustee to the Board; and
 - 12.3 To enjoy the rights and privileges conferred on them in the discretion of the Trustees, such as the right to use the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity.

VISION 2020 NATIONAL BODY MEMBERS

13. Vision 2020 National Body Members are not company law members of the Charity and shall be entitled to use an approved national version of the VISION 2020: The Right to Sight logo which is a registered trademark of the Charity but shall not be entitled to any of the rights and privileges of company law members.

INDIVIDUAL MEMBERS

14. The Trustees may appoint individuals who have a particular interest in the Charity and its activities to be Individual Members of the Charity. (This category is appropriate for appointing as Members those individuals whom the Trustees consider have desired skills for co-option to the Board.)
15. Individual Members shall be entitled, upon payment of the relevant subscription dues set by the Trustees from time to time, to rights and privileges as company law members of the Charity including (without limitation) the right to attend and vote at Annual and Extraordinary General Meetings of the Charity.

HONORARY AFFILIATES

16. Honorary Affiliates shall be appointed by the Trustees in their discretion and shall be entitled to make use of any services and facilities of the Charity which may be available to them (such as receiving publications and newsletters).
17. Honorary Affiliates shall not be company law members of the Charity but shall be entitled to attend Annual and Extraordinary General Meetings of the Charity as observers at the invitation of the Trustees.

1.2.2. BYELAW 2: GENERAL GOVERNANCE OF THE CHARITY

TRUSTEES

1. A Trustee must also be a Member of the Charity in accordance with Article 8.3.
2. The Trustees appointed pursuant to the Articles have overall responsibility for the day-to-day management and administration of the Charity.
3. The Trustees are charity trustees as defined by section 97(1) Charities Act 1993.
4. The Trustees may appoint a Chief Executive (referred to as Director of Programmes in the Memorandum and Articles for historical reasons) together with any other appropriate staff in accordance with the Charity's Memorandum of Association to assist the Trustees with the administration and operation of the Charity.

MEMBERS (ALSO "COUNCIL OF MEMBERS")

5. Members are admitted to membership of the Charity at the discretion of the Trustees in accordance with Article 2 of the Articles of Association.

MEMBERS' ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

6. The Charity will hold an Annual General Meeting each year in accordance with Article 3.1.
7. Extraordinary General Meetings may be called in accordance with Article 3.
8. Notice of general meetings must be given in accordance with Article 4.
9. General meetings will be conducted in accordance with Articles 5, 6 and 7. In particular:
 - 9.1 The quorum for a general meeting is one-third of company law members;
 - 9.2 Members are entitled to vote by proxy (provided they comply with the criteria in Article 5.3);
 - 9.3 Resolutions will be decided on a show of hands (unless a poll is demanded in accordance with Article 5.8);
 - 9.4 The Chairman of the Board will chair every general meeting and declare the result of each resolution in accordance with Articles 5.5 and 5.9;
 - 9.5 All resolutions are noted in the minutes. A print of all special resolutions is to be filed with Companies House.

DELEGATED COMMITTEES

10. In accordance with Article 13.5 of the Articles the Trustees can constitute delegated Committees.
11. The Trustees will determine the number, remit and membership of these committees. (Persons appointed to Committees need not be Trustees provided that at least one Trustee is on each Committee). A Trustee, if present, will chair any committee and the committee will report all proceedings to the Trustees as soon as reasonably practicable.
12. The Trustees will provide terms of reference for each Committee.

ADVISORY GROUPS

13. From time to time the Trustees may determine it is beneficial to form certain advisory or working groups. The membership and remit of these groups need not be approved by the Trustees but they retain the power to appoint and remove members and to set the remit of the groups in their discretion. The groups will report back to the Trustees in an appropriate and agreed manner, including at General Meetings.

COLLABORATION

14. From time to time, the Trustees may decide that involvement in collaborations with other like-minded organisations will be appropriate. Provided in each case this involvement falls within the Charity's objects, the resolution of the Trustees approving the involvement must:-
 - 14.1 resolve to devote particular Charity resources (or specify a financial limit on the Charity's contribution) to the collaborative activities;
 - 14.2 ensure appropriate financial controls in place to ensure the resources are used only for the agreed purposes;
 - 14.3 allow further expenditure to be incurred only by further resolution of the Trustees;
 - 14.4 require regular reports by the Trustee(s) involved in the collaboration be given to the Trustees.

1.2.3. BYELAW 3: BOARD OF TRUSTEES

COMPOSITION

1. There must be at least 9 Trustees in accordance with Article 8.1. (There is no maximum number.)
2. Each Trustee is appointed by the Members for a 4 year term in accordance with Article 12.
3. Trustees must be Members of the Charity in accordance with Article 8.3.
4. Trustees have the power to co-opt Trustees to the Board in accordance with Article 12.3

COMPANY SECRETARY

5. The Trustees must appoint a Company Secretary of the Charity in accordance with Article 14.
6. The Company Secretary will arrange for provision of administrative support to the Trustees and keep minutes of all proceedings to include the names of all persons present at all meetings of the Charity, including assisting with proxies under Article 5.3. Any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall be sufficient evidence of the proceedings.
7. The Company Secretary will arrange for the necessary filings to be made with Companies House and the Charity Commission.

ELECTION OF TRUSTEES

8. Members suggest eligible candidates to the Nominations Committee (in accordance with Byelaw 1).
9. The Nominations Committee vets the list of candidates, together with biography and qualifications and passes its recommendations to the Trustees.
10. The Trustees share this recommendation with the Members who vote at each Annual General Meeting to fill vacancies in accordance with Article 12.

TERM OF TRUSTEES

11. Trustees will be appointed for a four-year term in accordance with Article 12.1.
12. Trustees can stand for reappointment for a further four-year period following which they must take a one year break in accordance with Article 12.2.

QUORUM

13. The quorum for meetings of the Trustees is one-third of the Trustees in accordance with Article 13.2.

CHAIRMAN

14. The Trustees may appoint one of their number to be Chairman of the Board of Trustees and may at any time remove him or her from that office in accordance with Article 13.4. Unless he or she is unwilling to do so, the Chairman will preside at every meeting of the Trustees and the Members at which he or she is present. If there is no Trustee holding that office, or if he or she is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
15. The Chairman will have the same voting rights as any Trustee. In the case of an equality of votes, the Chairman will have a casting vote in addition to any other vote he or she may have in accordance with Article 13.1.

WRITTEN RESOLUTION

16. A resolution signed by all of the Trustees or constituted by an exchange of email will be as valid and effectual as if it had been passed at a meeting of the Trustees.

The date of a written resolution will be the date on which the last Trustee signs in accordance with Article 13.9.

CHARITY SENIOR STAFF

17. The chief executive officer and/or senior members of the Executive will be invited to all (or part) of each meeting of the Trustees in the Trustees' discretion.
18. The senior staff members shall have the right to speak (but not to vote) at all meetings in which he or she is in attendance.

CONFLICTS OF INTEREST

19. Whenever a person has a personal interest in a matter to be discussed at a meeting he/she must (in accordance with Articles 11.1.6 and 11.2):
 - 19.1 Declare an interest before discussion begins on the matter;
 - 19.2 Withdraw from that part of the meeting unless expressly invited to remain;
 - 19.3 In the case of personal interests not be counted in the quorum for that part of the meeting; and
 - 19.4 In the case of personal interests withdraw during the vote and have no vote on the matter.

NOTICE OF MEETINGS

20. Reasonable notice of Trustees' meetings shall be given to each Trustee entitled to attend and vote. What is reasonable will depend on how far each Trustee has to travel and whether they may attend by telephone (in accordance with Article 17). As a general rule, 10 days' notice will be sufficient.
21. Notice must be in writing, including by e-mail.