

**CONSTITUTION
OF
APPLIED VISION ASSOCIATION
1995**

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A. Name.

The name of the Association is Applied Vision Association ("the Charity") but such name may be changed with the approval of the Charity Commissioners ("the Commissioners") for England and Wales if the Executive Committee so resolve.

B. Administration.

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

C. Objects.

The Charity's objects ("the objects") are to advance, promote, develop and improve the study and knowledge of vision sciences including the study and knowledge of all medical problems relating to vision.

D. Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (1) power to fund, aid, maintain and endow scholarships, travel grants and bursaries and generally to assist in the remuneration, instruction and support of persons and institutions engaged or involved in the study or improvement of vision sciences;
- (2) power to provide such education, information, advice, financial and other support and assistance to scientists, engineers, the medical profession, professions allied to medicine, patients and the general public as the Charity shall deem necessary;
- (3) power to establish and hold lectures, conferences, workshops and any other form of gathering or meeting for scientists, engineers, members of the medical profession and professions allied to medicine and those involved or with an interest in visual science;
- (4) power to fund visits from, to and within the UK by those who have a particular interest or speciality in problems relating to visual science where such visits are for the purpose of attending lectures and conferences and undergoing training;
- (5) power to apply the general funds of the Charity to the Vision Scientists' Memorial Fund ("the VSM Fund");
- (6) power to hold and apply the funds of the VSM Fund for the purpose only of

providing financial assistance to junior scientists presenting papers at conferences and the VSM Fund shall not be used for any other purposes;

- (7) power to raise funds and to invite and receive contributions by way of donation, sponsorship, grant, covenant, loan, subscription, legacy, bequest or otherwise provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (8) power to buy, take on, develop, lease or exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use;
- (9) power subject to any consents required by law to sell, lease, licence, repair, improve or otherwise dispose of and generally manage and deal with all or any part of the property of the Charity;
- (10) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (11) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (12) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (13) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (14) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (15) power to construct, maintain, improve or alter any buildings or works (so far as necessary for carrying out the purposes of the Charity) on land comprised in the trust fund;
- (16) power to print, publish, circulate and broadcast or cause to be printed, published, circulated or broadcast (whether gratuitously or not) any newsletters, newspapers, periodicals, publications, magazines, books, pamphlets, leaflets, reports and any programmes or other publicity material of any kind that maybe deemed desirable for the promotion of the objects or for the informing of contributors and others of the needs and progress of the Charity and to print, publish, distribute or cause to

be printed or published or distributed any book, play, film, song, videos, musical works, sound recordings or words of which the Charity has copyright or has licence to reproduce, print or publish whether in hard form or by means of electronic media, CD roms or internet;

- (17) power to permit any investments comprised in the trust fund to be held in the name of any clearing bank or building society, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the trustees and to pay any such nominee reasonable and proper remuneration for acting as such and the trustees shall have the same full and unrestricted powers of investment as if they were absolute owners beneficially entitled to the monies, investment and property in their hands;
- (18) power to provide indemnity insurance to cover the liability of the Executive Committee (or any of its members) which by virtue of any rule of law would otherwise attach to it in respect of any negligence, default, breach of trust or breach of duty of which it may be guilty in relation to the Charity PROVIDED THAT any such insurance shall not extend to any act or mission which the Executive Committee (or any of its members) knew to be a breach of trust or breach of duty or which was committed by the Executive Committee (or any of its members) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- (19) power to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of the Charity through trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance the same if the trustees see fit by way of secured loan or share subscription on commercial terms PROVIDED THAT before establishing and financing such companies the Executive Committee shall first take independent legal advice;
- (20) power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership.

- (1) Membership of the charity shall be open to:
 - (a) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who are in the opinion of the Executive Committee suitably qualified to do so and who have paid any annual subscription laid down from time to time by the Executive Committee, and
 - (b) any body corporate or unincorporated association which is interested in

furthering the Charity's work and which is in the opinion of the Executive Committee suitably qualified to do so and which has paid any annual subscription (any such body being called in this constitution a "member organisation").

Failure to pay the annual subscription within 3 months of it being due shall automatically terminate membership if so resolved by the Executive Committee.

- (2) Every member shall have one vote.
- (3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. 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.
- (5) The Executive Committee may unanimously and for any reason refuse or terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (6) The Executive Committee may regulate waive or otherwise vary the annual subscription between different classes of members.

F. Honorary Officers.

In accordance with clause P the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary and a treasurer, who shall hold office from the conclusion of the annual general meeting.

G. Executive Committee.

- (1) The Executive Committee shall consist of not less than five members nor more than ten members being:
 - (a) the four honorary officers specified in the preceding clause;
 - (b) not less than one and not more than six members elected in accordance with clause P.

- (2) The Executive Committee may in addition co-opt such additional persons as in its opinion the need arises at any time and may remove such co-opted persons at anytime. Co-opted persons shall not have a vote on the Executive Committee but serve in an advisory capacity.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee by majority present and voting at a special meeting called under clause J resolve that his or her office be vacated;
- (4) notifies to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).

Any retirement or removal of an Executive Committee member shall be entered in the minute book accordingly. If when a member retires or is removed the total number of Executive Committee members is less than five, than the Executive Committee shall forthwith appoint a new member of the Executive Committee and

such new member shall hold office for the unexpired term of office of such retiring or removed member.

I. Executive Committee Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J. Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include the removal of a member of the Executive Committee then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairman of that meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote. No member shall vote on any matter in respect of which he or she is personally interested.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summing and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a

sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K. Receipts and Expenditure.

- (1) Subject to clause K(2) below, the funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide.
- (2) The Executive Committee shall keep separate accounting records for the General Fund and the Vision Scientists' Memorial Fund.
- (3) All transfers of funds out of the accounts referred to in this clause K must be authorised by at least two members of the Executive Committee. Transfers between accounts held in the name of the charity may be authorised by one member of the Executive Committee.
- (4) The funds belonging to the Charity shall be applied only in furthering the objects.

L. Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts.

The Executive Committee shall comply with their obligations under the Charities Acts 1992 and 1993 (or any statutory re-enactment or modification) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

N. Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1992 and 1993 (or any statutory re-enactment or modification) with regard to the preparation of an annual report and its transmission to the Commissioners.

O. Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1992 and 1993 (or any statutory re-enactment or modification) with regard to the preparation of an annual return and its transmission to the Commissioners.

P. Annual General Meeting.

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of March in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least twenty one days before the annual general meeting. Should nominations exceed vacancies, election shall be by postal or on-line ballot prior to the annual general meeting. If nominations do not exceed vacancies nominees shall be deemed to be elected automatically but such election must be confirmed at the annual general meeting.
- (4) Before any other business is transacted at the annual general meeting the persons present shall confirm the Executive Committee for that year and the chairman of the Executive Committee shall be the chairman of all general meetings while he holds such office on the Executive Committee.

- (5) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

Q. Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least seven members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one fifth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the lesser, are present at any general meeting.

S. Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T. Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of all members of the Charity who cast a vote. All members shall be given notice of the general meeting at which such resolution is to be discussed and such notice must include details of the resolution, setting out the terms of the alteration proposed. Members unable to attend the general meeting must be given the opportunity to vote by postal ballot on the proposed alteration before the general meeting. In calculating the two-thirds majority, members voting either by post or at general meeting shall be counted equally. If a general meeting is not quorate the resolution cannot be passed by postal vote only but if a general meeting is quorate the resolution can be passed even if a majority of the members at the general meeting vote against it.
- (2) No amendment may be made to clause A (the name of charity clause), clause B (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior

consent in writing of the Commissioners.

- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commissioners a copy of any moment made under this clause.

U. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. The same procedures shall be followed on postal vote as in T(1) above and if the proposal is confirmed by a two-thirds majority of the members who cast a vote the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Charity must be sent to the Commissioners.

V. Arrangements until first Annual General Meeting.

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.