

Annual General Meeting

12 July 2012

Notice of Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of Macmillan Cancer Support (the 'Charity') will be held on Thursday 12 July 2012 at 11.30am in Meeting Rooms 8–10 at Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ.

Agenda

- 1 Apologies for absence.
- 2 Minutes of the 22nd Annual General Meeting held on Wednesday 27 July 2011.

Ordinary business

- 3 To receive the Board's Report and Accounts for the period 1 January 2011 to 31 December 2011.
- 4 To reappoint Tara Donnelly as a member of the Board for a further term of three years.
- 5 To reappoint David Evered as a member of the Board for a further term of three years.
- 6 To reappoint Sir Joseph Pilling as a member of the Board for a further term of three years.
- 7 To reappoint Gareth Tuckwell as a member of the Board for a further term of three years.
- 8 To reappoint Timothy Eisen as a member of the Board for a further term of three years.
- 9 To reappoint PricewaterhouseCoopers LLP as auditors of the charity and to authorise the Board to fix the auditors' remuneration.

Special business

- 10 To consider and, if thought fit, to pass the following resolution as a special resolution with effect from the end of the meeting:

'That the Articles of Association in the form laid before the meeting be approved and adopted as the Articles of Association of the charity in substitution for and to the exclusion of the existing Articles of Association of the charity'.

Dated 11 May 2012
By order of the Board
Elspeth Cox
Acting Company Secretary
Macmillan Cancer Support
89 Albert Embankment
London SE1 7UQ

Explanatory notes on the agenda

Ordinary business

Items 4-7 Tara Donnelly, David Evered, Sir Joseph Pilling and Gareth Tuckwell retire as members of the Board at the Annual General Meeting but, in accordance with the Charity's Articles of Association, they offer themselves for reappointment for a further three-year term. The Board recommends that the Members of the Charity reappoint these members of the Board.

Tara Donnelly was appointed to Macmillan's Board in September 2005 and is a member of the Nominations Committee and Chair of the Remuneration Committee. Tara is a Director at University College London Hospitals NHS Foundation Trust, leading on the Trust's quality, efficiency and productivity programme. Prior to reading English at King's College London, she spent an enjoyable year 'off' working as ward housekeeper on a busy cardiac ward. This experience sparked her interest in working in the health service and she joined the NHS on graduation in 1992. Since this time she has spent her career within acute hospital management, and the past decade working at Board level including as Director of Operations at the Whittington Hospital NHS Trust, north London and as Chief Executive of the West Middlesex University Hospital, west London. She has a particular interest in service improvement and the improvement of cancer care. Having grown up in Yorkshire and Durham, Tara now lives in Chiswick with her husband and their three young children.

Dr David Evered was appointed to Macmillan's Board in September 2005 and has been a member of the Remuneration Committee since 2008. His career was in academic medicine and research. David qualified in medicine in 1964, having gained a BSc in 1961. He was a consultant physician and clinical academic. Prior to his recent retirement, he held many senior posts, including Director of the Ciba Foundation (later the Novartis Foundation); founding Vice-Chairman of the Association of Medical Research Charities; Deputy Head of the UK Medical Research Council; member of the UK Committee for the Co-ordination of Cancer Research; Chairman of the Nuffield Orthopaedic Centre NHS Trust; and Special Advisor to the Director of the International Agency for Research on Cancer (part of the World Health Organisation). He also has personal experience of using cancer services as a carer. He is married with grown-up children and lives in Berkshire.

Sir Joseph Pilling joined Macmillan's Board in December 2005, and is a member of the Audit, Finance & Legal and Nominations Committees. He was educated at King's College, London and Harvard. He worked in the Home Office, Department of Health and Northern Ireland Office. He was Director General of HM Prison Service in England and Wales, and Permanent Secretary of the Northern Ireland Office from 1997 until his retirement in 2005. He was appointed as the Home Office's first Identity Commissioner in October 2009. Joe comes from Lancashire and lives in North Yorkshire and London. He is married with two sons.

Dr Gareth Tuckwell was appointed to the Board in 2003. He is currently Chief Executive of Burrswood Hospital, Kent, having been Clinical Director of Hospice in the Weald 2004-2007 and a Regional Director of Macmillan from 2000 to 2003. Qualifying in Medicine in 1971, he also obtained a Diploma in Palliative Medicine from the University of Wales in 1992. He was Medical Director of Burrswood Hospital 1986 to 1999 and is a Vice-President of the Phyllis Tuckwell Hospice, Farnham. He is married with four children and lives in Tunbridge Wells.

Item 8 **The Board appointed Professor Timothy Eisen as a Board member on 15 December 2011. Under the Charity’s Articles of Association this appointment comes to an end at the AGM. The Board recommends that the Members of the Charity reappoint Professor Eisen as a member of the Board.**

Timothy Eisen joined Macmillan’s Board in December 2011. He is Professor of Medical Oncology at the University of Cambridge and Honorary Consultant in Medical Oncology at Cambridge University Hospitals NHS Foundation Trust and Papworth Hospital NHS Foundation Trust. Tim is a clinical triallist interested in developing new treatments for advanced disease, identifying and managing those at risk of disease. His special clinical areas are kidney cancer, lung cancer and melanoma. He has published extensively and lectured at many national and international conferences.

Special business

Item 10 Article 63 of the Articles of Association permits trustees to pass written resolutions, however the clause currently requires a written resolution to be signed by all the trustees. This differs from the requirement for decisions taking at a meeting, which under Article 57 may be decided by a majority of votes. To allow for situations where an urgent decision may be required by email it is proposed to amend Article 63 to make it clearer that the definition of written resolutions includes resolutions agreed by email, and to allow for a decision by the majority of trustees.

We therefore propose amending article 63 of the articles to read as follows:

‘A resolution in writing or in electronic form, agreed by the majority of the Trustees or members of any committee for the time being who are duly entitled to receive notice of the meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee respectively duly convened and constituted. Any such resolution may consist of several documents or electronic messages in the like form agreed each time by one or more Trustees or by one or more member of any such Committee.’

The Companies Act requires matters that are deemed to be special business to be approved by at least three quarters of members attending and voting at a general meeting. The proposal to amend the Articles of Association is deemed to be special business.

General notes

- 1 Only registered Members, the Honorary Officers and the Auditors have the right to attend and speak at the Annual General Meeting.
- 2 You are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. Details of how to appoint the Chairman of the Meeting or another person as your proxy are set out on the enclosed proxy form.
- 3 At the beginning of the meeting the Chairman, Julia Palca, will ask the Company Secretary to read the notice convening the meeting, to relay apologies for absence and to confirm that a quorum of Members is present. A quorum is ten Members present in person.
- 4 The Chairman will also ask for the agreement of the Members present to the minutes of the 22nd Annual General Meeting of Macmillan Cancer Support held on 27 July 2011 being taken as read and agreed. The minutes of the 22nd Annual General Meeting are available for inspection at the Registered Office during normal business hours on any weekday and at the Venue on the date of the Annual General Meeting. The Articles of Association are similarly available and will also be sent on request to any Member.
- 5 When voting for or against resolutions put to the meeting, Members will be asked to raise their hands so that they can be seen from the platform. Before or upon the declaration of the result of the raising of hands, a poll may be demanded in writing by the Chairman or by at least five Members present in person or by proxy and entitled to vote. If a poll is demanded, it will be taken at such time and place and in such manner as the Chairman directs.
- 6 Every Member present in person or by proxy at the Annual General Meeting has one vote.