

# Annual General Meeting

## 23 July 2013

### Notice of Annual General Meeting

Notice is hereby given that the 24th Annual General Meeting of Macmillan Cancer Support (the 'Charity') will be held on Tuesday 23 July 2013 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 23rd Annual General Meeting held on Thursday 12 July 2012.

### Ordinary business

- 3 To receive the Board's Report and Accounts for the period 1 January 2012 to 31 December 2012.
- 4 To reappoint Simon Heale as a member of the Board for a further term of three years.
- 5 To reappoint Toby Strauss as a member of the Board for a term of three years.
- 6 To reappoint PricewaterhouseCoopers LLP as Auditors of the Charity and to authorise the Board to fix the Auditors' remuneration.

### Special business

- 7 To consider and, if thought fit, to pass the following resolutions as special resolutions with effect from the end of the meeting:
  - (i) 'That the wording of article 46 of the Charity's Articles of Association be deleted and replaced with the following wording:

"46. No person shall be appointed as a Trustee at an Annual General Meeting unless:

    - (a) he or she is nominated by:
      - (i) the Trustees; or
      - (ii) 100 or more Members; and
    - (b) details of the nomination are set out in the notice of the Annual General Meeting at which it is proposed that the Members should appoint the person as a Trustee".'
  - (ii) 'That the reference in article 49 of the Charity's Articles of Association to "article 46" should be deleted and replaced with a reference to "article 45".'

Dated 29 April 2013  
By order of the Board  
Victoria Benson  
Company Secretary  
Macmillan Cancer Support  
89 Albert Embankment  
London SE1 7UQ

# Explanatory notes on the agenda

## Ordinary business

- Item 4**      **Simon Heale retires as a member of the Board at the Annual General Meeting but, in accordance with the Charity's Articles of Association, he offers himself for reappointment for a further three-year term. The Board recommends that the Members of the Charity reappoint Simon as a member of the Board.**

**Simon Heale** was appointed to Macmillan's Board in May 2010, and became Treasurer in January 2011. He chairs the Finance & Legal Committee and also sits on the Audit and Remuneration Committees. Simon read Philosophy, Politics and Economics at Oriel College, Oxford, graduating in 1975. He then qualified as a Chartered Accountant at Price Waterhouse in London. In 1979 he joined the Swire Group where he held senior positions in Tokyo, California and Hong Kong. He then joined Jardine Fleming Ltd in Hong Kong as Finance Director and was later appointed Chief Operating Officer. In 2001 he returned to the United Kingdom and was appointed Chief Executive of the London Metal Exchange until he stepped down in 2006. More recently he has been Chief Executive of the China Now Festival and holds non-executive directorships in Marex Spectron Group Limited, Morgan Advanced Materials, Coats plc and PZ Cussons plc, and is Chairman of Kazakhmys plc. Simon is married with three children and lives in Bath.

- Item 5**      **The Board appointed Toby Strauss as a Board member on 29 April 2013. 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 Toby Strauss as a member of the Board.**

**Toby Strauss** joined Lloyds Banking Group in October 2011 as Group Director for Insurance and CEO of Scottish Widows. Before joining Lloyds, Toby was UK Life CEO at Aviva and prior to this he was Chief Operating Officer for UK Life, having joined Aviva in 2008. He previously worked at Charcol, becoming Managing Director, before moving to JS & P (now Towry) as Chief Executive. Before that, Toby spent a number of years at McKinsey, specialising in the financial services and technology sectors.

## Special business

- Item 7**      Article 46 of the Charity's Articles of Association sets out the nomination process for a new Board member. The Board wishes to update the Article to set out the process more clearly and to provide that 100 or more Members of the Charity can propose a candidate for the Board.

It is proposed that Article 46 of the Charity's Articles of Association should be amended to read as follows:

"46. No person shall be appointed as a Trustee at an Annual General Meeting unless:

- (a) he or she is nominated by:
- (i) the Trustees; or
  - (ii) 100 or more Members; and
- (b) details of the nomination are set out in the notice of the Annual General Meeting at which it is proposed that the Members should appoint the person as a Trustee.”

It is also proposed that a reference in article 49 to ‘article 46’ should be corrected to a reference to ‘article 45’.

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 23rd Annual General Meeting of Macmillan Cancer Support held on 12 July 2012 being taken as read and agreed. The minutes of the 23rd 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.