

Annual General Meeting

23 July 2014

Notice of Annual General Meeting

Notice is hereby given that the 25th Annual General Meeting of Macmillan Cancer Support (the 'Charity') will be held on Wednesday 23 July 2014 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 24th Annual General Meeting held on Tuesday 23 July 2013.

Ordinary business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions with effect from the end of the meeting:

- 3 To receive the Board's Report and Accounts for the period 1 January 2013 to 31 December 2013.
- 4 To reappoint Andrew Duff as a member of the Board for a further term of three years.
- 5 To reappoint Ken Lacey as a member of the Board for a further term of three years.
- 6 To reappoint Julia Palca as a member of the Board for a further term of three years.
- 7 To reappoint Sir Hugh Taylor as a member of the Board for a further term of three years.
- 8 To reappoint Suki Thompson as a member of the Board for a further term of three years.
- 9 To reappoint Na'eem Ahmed as a member of the Board for a term of three years.
- 10 To reappoint Irene Crosswell as a member of the Board for a term of three years.
- 11 To reappoint Jane Cummings as a member of the Board for a term of three years.
- 12 To reappoint PricewaterhouseCoopers LLP as auditors of the Charity and to authorise the Board to fix the auditors' remuneration.

Special business

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

- 13 That the draft Articles of Association produced to the meeting, and for the purposes of identification, initialled by the Chairman, be adopted as the Articles of Association of the Charity in substitution for, and to the exclusion of, the existing Articles of Association.

Dated 29 April 2014

By order of the Board

Victoria Benson

Company Secretary, Macmillan Cancer Support, 89 Albert Embankment, London SE1 7UQ

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 24th Annual General Meeting of Macmillan Cancer Support held on 23 July 2013 being taken as read and agreed. The minutes of the 24th 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 current Articles of Association and the proposed new 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 on a show of hands.

Explanatory notes on the agenda

Ordinary business

- Item 4 Andrew Duff 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 nominates Andrew and recommends that the Members of the Charity reappoint Andrew as a member of the Board.**

Andrew was appointed to the Board in March 2011. He chairs the Finance & Legal Committee and also sits on the Audit Committee. Andrew spent 16 years at BP plc working in downstream businesses in Europe, the USA and the far east. He joined National Power in 1998 before becoming Chief Executive of its successor company npower in 2003. In 2010 he was appointed Chairman of Severn Trent plc and Severn Trent Water Ltd. Andrew is also Chairman of Elementis plc. He is a trustee of the Earth Trust, is a fellow of the Energy Institute and a member of the CBI President's Committee. He lives in Oxfordshire and is married with three children.

- Item 5 Ken Lacey 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 nominates Ken and recommends that the Members of the Charity reappoint Ken as a member of the Board.**

Ken joined Macmillan's Board in December 2007, and also sits on the Audit and Finance & Legal Committees. Until retirement, he was the Global Managing Partner for Accenture's Health & Life Sciences business. He spent most of his 28 years with Accenture working with pharmaceuticals, medical products, regulatory and healthcare organisations. His experience includes work with the MHRA, the NHS and various health authorities. He is currently a Non-Executive Board Member of AVA CAD Software, an Advisor to the Shareholders' Council of ZS Associates and a Governor of the Mottram St Andrew School. Additionally, Ken is a Director of LOMOX, a startup company that is developing Organic Light Emitting Diodes (OLEDs). Ken lives in Cheshire and is married with two children.

- Item 6 Julia Palca retires as a member of the Board at the Annual General Meeting but, in accordance with the Charity's Articles of Association, she offers herself for reappointment for a further three-year term. The Board nominates Julia and recommends that the Members of the Charity reappoint Julia as a member of the Board.**

Julia joined the Board in October 2001 and was elected Chairman in July 2010. She also sits on the Audit Committee, the Finance & Legal Committee and the Nominations Committee. She studied law and politics at Durham University, and was, until 2012, a partner/consultant with law firm Olswang LLP. She is Chairman of the Royal Free Charity, trustee of the Koestler Trust, trustee of the Olswang Foundation, special adviser to the Prison Reform Trust and has been a member of the Board of the Institute of Employment Studies and of several other charities, including Cancerlink which merged with Macmillan in 2001. Julia has herself had cancer. She is also a part time employment judge, lives in London and is married with three children.

Item 7 Sir Hugh Taylor 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 nominates Sir Hugh and recommends that the Members of the Charity reappoint Sir Hugh as a member of the Board.

Hugh joined the Board in April 2011 and was appointed to the Remuneration Committee in 2012. He has been Chairman of Guy's and St Thomas' NHS Foundation Trust since February 2011, having retired as Permanent Secretary at the Department of Health in 2010. Sir Hugh joined the Department of Health in 1998 as the Director General dealing with workforce issues in the NHS Executive and became Permanent Secretary in 2006. He began his civil service career in 1972 in the Home Office and has also worked in the Prison Service and the Cabinet Office. He is also a Trustee of the Nuffield Trust, the Royal College of Physicians and Cicely Saunders International and is Chair of the Skills Academy for Health. He is also currently acting as interim Chairman of The Christie NHS Foundation Trust. Sir Hugh lives in south London and is married with two children.

Item 8 Suki Thompson retires as a member of the Board at the Annual General Meeting but, in accordance with the Charity's Articles of Association, she offers herself for reappointment for a further three-year term. The Board nominates Suki and recommends that the Members of the Charity reappoint Suki as a member of the Board.

Suki joined the Board in April 2011. She is an entrepreneur, passionate believer in business partnerships and co-founder of the consultancy Oystercatchers. Suki helps world class businesses develop Strategic Partnerships and Marketing Excellence Programmes to empower their brands and people. Clients include McDonald's, RSA, Bupa, Avis and British Airways. In 2012 she was awarded an Honorary Doctorate by Coventry University for her services to International Business and Charity. Currently Suki is Chairman of The Marketing Society, a leading member of WACL (Women in Advertising & Communications London) and is on The Board of Trustees of Touraid. In 2012 she was made a Freeman of the City of London, and owns her own gin company called Bunker Gin. She has two children, Jaz and Sam.

Item 9 The Board appointed Na'eem Ahmed as a Board member on 29 April 2014. Under the Charity's Articles of Association this appointment comes to an end at the AGM. The Board nominates Na'eem and recommends that the Members of the Charity reappoint Na'eem as a member of the Board.

Na'eem served as the Academic President of Guy's, King's and St Thomas' Medical School, graduating in 2010 with the St Thomas' Hospital Cup. He completed Academic Foundation Training at King's College Hospital and a Visiting Quality Improvement Fellowship at Massachusetts General Hospital. At present, Na'eem is a Radiology Specialty Registrar in London and Clinical Fellow to Professor Sir Bruce Keogh at NHS England. Na'eem is an Editorial Board member of Clinical Medicine.

Na'eem founded Selfless, an international social enterprise that skills-matches young people to volunteering opportunities in the third sector. He is an advisor to the Mayor of London's volunteering programme and was appointed as policy advisor to Secretary of State for International Development Rt Hon Justine Greening MP where he devised the strategy for youth engagement in international development.

Item 10 The Board appointed Irene Crosswell as a Board member on 29 April 2014. Under the Charity's Articles of Association this appointment comes to an end at the AGM. The Board nominates Irene and recommends that the Members of the Charity reappoint Irene as a member of the Board.

Irene has been a very active Macmillan fundraiser and volunteer for the past ten years. She was instrumental in helping raise £1.5m to create an essential cancer day treatment centre in Milton Keynes in 2004, chairing the corporate appeal for this new building. In 2005 Irene was elected to Macmillan's Council and has worked tirelessly as an ambassador for the charity locally and nationally.

Irene runs her own property portfolio, Pridemair Homes, specialising in barn and factory conversion. Previously she was CEO of Blue Arrow Personnel Services Ltd, a national recruitment consultancy. Irene has been a consultant to the board of Manpower UK Ltd and has worked with various organisations in and around the Milton Keynes area. In addition to Macmillan Irene also supports local charities including Willen Hospice.

Irene lost her husband Michael to cancer in 2000. She comes from Stamford Rutland and now lives in Buckinghamshire.

Item 11 The Board appointed Jane Cummings as a Board member on 29 April 2014. Under the Charity's Articles of Association this appointment comes to an end at the AGM. The Board nominates Jane and recommends that the Members of the Charity reappoint Jane as a member of the Board.

Jane Cummings is the Chief Nursing Officer for England based in NHS England, and acts as the national lead for the nursing and midwifery professions. Jane worked as a nurse for many years specialising in emergency care before moving into general management. She trained at Bristol's Southmead Hospital and has held a wide variety of clinical and managerial roles, including Director of Commissioning, Director of Nursing and Deputy Chief Executive.

In 2002 Jane joined the Department of Health and led high profile programmes to improve accident and emergency waiting times and patient choice. Jane was appointed as the Chief Nurse for the North of England SHA Cluster in October 2011. She was the national lead for the Energise for Excellence programme, as well as Senior Responsible Officer for the Clinical Leaders Network in the north of England, before moving into her current role in 2012.

Special Business

Item 13 Article 50 of the Charity's Articles of Association sets out the criteria for disqualification of trustees. Clause (a) refers to the Mental Health Act 1983 and the Board wishes to update this to reflect the Mental Health (Discrimination) Act 2013.

After a lengthy review and consultation with Council members, the Board has decided to disband Council. It is proposed therefore that references to the Council are removed throughout the Articles.

The Companies Act 2006 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.

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