Macular Society
Beating Macular Disease

Governance Guidelines (Approved 8 October 2026)
The Macular Disease Society
Registered Charity Number 1001198 (England, Wales, NI)
Scottish Charity number SC042015
Trading as the 'Macular Society' from January 2013

1. Introduction

These Guidelines set out particular governance arrangements of the Macular Society. Certain arrangements are also set out in the following documents:

- Matters Reserved to the Board
- The Scheme of Delegation
- The Board Assurance Framework
- The Risk Policy and Board Risk Appetite Statement
- Policy Schedule
- Trustee Code of Conduct

1.1. The Macular Disease Society (**Society**) is a company limited by guarantee, incorporated and registered in England and Wales with company number 02177039, Scotland SC042015, Isle of Man 1123. Its trading name is the Macular Society.

1.2. These governance guidelines (**Guidelines**) are made in accordance with Article 39 of the Society's memorandum and articles of association (**Articles**). They may be amended from time to time by a 75% majority decision of the Board. In the event of conflict between these Guidelines and the Articles, the Articles will prevail.

2. Objectives

2.1. The Society's objectives are as follows (**Objects**):

- the support of persons affected by macular disease;
- to promote research on the eye and brain with particular emphasis on the prevention and treatment of blindness and visually disabling conditions;
- to support, sponsor and monitor research into causes and treatments for macular disease and to disseminate the results of such research and new developments in the field;
- to educate and inform the public and health professionals about the physical and psychological aspects of macular disease, its causes and treatment;
- to provide information, help, support and practical advice to its members, health professionals and the general public;
- to improve the quality of life of those of its members with a macular disease and to encourage them to develop self-sufficiency, self-confidence and independence;
- to promote improved low vision and rehabilitation services nationwide.

3. Membership

3.1. The Society is a membership organisation. By Article 6.2 of the Articles, membership is open to those individuals or organisations who apply in the form required by the Board and who are approved by the Board. In accordance with Article 7, the Board may establish different classes of Membership with different rights and obligations.

Membership includes the following classes with the associated rights:

Full members – paying the standard yearly subscription fee

- People diagnosed with any form of macular disease.
- The relatives and carers of people with macular conditions.
- Others who support the Society, including sighted volunteer workers and people who fundraise for the Society.
- Full members shall be entitled to attend, vote and speak at general meetings.

Trial members – free for six months

- Those persons eligible to be full members who are benefitting from a six months' free membership offer.
- Trial members shall be entitled to attend and speak at general meetings but shall not be entitled to vote.

Honorary membership - free

- Those persons who are the trustees for the time being. A trustee shall cease to be a member on ceasing to be a trustee (unless they are a member under another category)
- This may also, from time to time, be conferred on those who have made a substantial contribution to the Society. Salaried employees of the Society are not eligible.
- Honorary members shall be entitled to attend, vote and speak at general meetings.
- For the purposes of Article 6.2(a), an application to become a trustee shall also be treated as an application to become a member of the Society, in the form required by the Board.

3.2. The Society also has a significant number of supporters, donors and volunteers. Supporters and donors are kept in

touch with activities via a range of newsletters and other communications. They may or may not be members.

3.3. The majority of people with whom the Society interacts are people who make use of our services for themselves or others. They may or may not be members. Our relationship with our service users is governed by a range of policies and procedures set out in the Policy Schedule.

4. AGM

4.1. The annual general meeting (**AGM**) takes place within 10 months of the end of the preceding financial year (which, from 2024, ends in March). Twenty one days' notice, in writing, must be given to all members.

4.2. The AGM is open to all members.

4.3. A total of three members constitutes a quorum.

4.4. The AGM is held to:

- Receive the financial statements for the previous financial year together with reports of the Board and the auditors thereon.
- Inform members as to trustees who have been appointed by the Board to replace those retiring.
- Appoint auditors and authorise trustees to fix their remuneration.
- Discuss any other matters, including matters proposed by the Board and matters for which due notice has been given to the Chair by any member.

4.5. A member who wishes to propose a matter for discussion at the AGM must submit this in writing to the Chair, at least 14 days before the date of the meeting to allow time for circulation to members. The Chair shall have the final decision over whether a proposed discussion matter is put to the meeting in relation to which:

- The Chair may take account of the available discussion time at the meeting;
- The Chair may decide to collate and distil proposed discussion matters into common themes; and
- The Chair may decide not to put a proposed discussion matter to the meeting where the proposed discussion matter is defamatory of any person, vexatious, offensive or risks significant harm to the Society's work or reputation.

4.6. Voting rights: each fully paid-up member (who, by the date and time AGM registration closes, has paid all subscriptions due, if applicable) is entitled to one vote. At the AGM, votes are by simple majority. In the event of a tied vote, the Chair shall have a casting vote. As per paragraph 3.1, trial members are not entitled to vote.

4.7. Proxies: Members may appoint the Chair or another proxy to vote on their behalf. A proxy need not be a member. Forms of proxy can be obtained from, and are returnable to, the Company Secretary not less than 48 hours before the meeting.

4.8. The Annual General Meeting may also be held by teleconference or video conference. Proxy voting will be invited as usual and the normal rules as to quorum apply (i.e., at least three members must be present).

5. Patrons

5.1. The Board may from time to time invite distinguished people, often those with a macular condition, to serve as patrons.

5.2. This is an honorary role only and patrons are not trustees or members.

6. President

6.1. The Society may appoint a President. This is an honorary role in which the appointee acts as an ambassador for the Society. The President is not a trustee.

7. Board of Trustees

7.1. Role of the Board:

- Members of the Board are the trustees of the Society and are therefore responsible for safeguarding the Society's funds.
- The Board decides on and oversees Society policy.
- The main task of the Board, led by the Chair, is governance; ensuring that the Society has a clear mission and strategy.
- Management is the responsibility of paid staff and volunteers who are appointed to implement the strategy agreed by the Board and to administer the systems and procedures needed to achieve this.

7.2. There should be 10-15 trustees, 12 being the optimum.

7.3. Tenure: Board members are appointed by the Board for a period of three years. They may be re-appointed for one further consecutive term of three years. They must then stand down for a minimum of one year before seeking re-election.

7.4. In exceptional circumstances a trustee may serve one additional year at the end of the second term of three years. Where this occurs it must be noted, and the reasons given, in the annual report and accounts.

7.5. Composition of the Board: Trustees will be members of the Society (though it is not a prerequisite for their appointment). Staff may not be trustees. The ideal trustee

body skill set would include expertise from the following fields:

- Finance and business
- Fundraising
- Medical research funding and landscape
- Media, communications and campaigns
- Medical or other eye health professionals
- Legal or charity governance
- Politics and public policy
- Safeguarding
- Experts by experience of macular conditions. No minimum number of trustees with a macular condition is stipulated but the Board should ensure that there is adequate representation of people with lived experience of macular disease.

7.6. The trustee and officer recruitment and re-election process is set out at **Appendix 1**. Care is taken to seek candidates that complement and enhance the current skill set and provide a diverse Board.

7.7. On appointment all trustees are required to sign the trustees' Code of Conduct, Declaration of Conflicts of Interest and the Related Parties Declaration form.

7.8. Three trustees constitute a quorum. However, ideally the Chair and Chief Executive should endeavour to secure the approval of a proposal from at least 50% of the Board. Approval granted by telephone or email will be taken as valid clearance by the Board but must be reported at the next full Board meeting.

7.9. Urgent decisions: The Chair has authority to exercise discretion on matters requiring an urgent decision between meetings, subject first to consulting as widely as possible

with other Board members, in line with the Urgent Decisions Framework.

7.10. Frequency of Board meetings: The Board shall meet no fewer than three times a year. Remote or virtual meetings of the Board and its Committees, held by teleconference or video conference, are in accordance with our statutory responsibilities and decisions made at such meetings are valid provided the meetings are quorate and minuted.

7.11. Written resolutions: In accordance with the Articles, a resolution in writing, signed by the requisite majority of members of the Board, is as valid and effectual as one passed at a meeting.

7.12. Disqualification: The conditions set out in Article 23 of the Articles applies. These cover bankruptcy, disqualifications, incapacity due to illness or injury, resignation, conflict of contractual interest or if removed by the Board.

7.13. Any Board member who, without good cause, fails to attend on two consecutive Board meetings shall be deemed to have resigned.

7.14. Should the performance of the Chair, Hon. Treasurer, Vice Chair, Company Secretary or any other trustee be called into question, a 75% majority of the trustees would need to agree that action should be taken to review their appointment and decide on due-process.

8. Officers of the Society

8.1. The Society has the following specific roles. Their appointments are notified to Companies House:

- Chair
- Vice Chair
- Honorary Treasurer

- Company Secretary – currently the Chief Executive (staff employee)

8.2. The Chair

The Chair leads the Board, ensuring that they fulfil their governance responsibilities. They work in partnership with the Chief Executive, helping to achieve the aims of the Society, and optimises the relationship between the Board and the staff and volunteers.

Responsibilities:

- Providing leadership for the Board's role of setting strategy and policy.
- Planning the annual cycle of Board meetings.
- Agreeing agendas for Board meetings.
- Chairing Board meetings.
- Monitoring the implementation of Board decisions.
- Representing the Society at functions and meetings and acting as spokesperson as appropriate.

Tenure: The Chair serves for up to two terms of three years. The Chair will undertake to give the Board as much notice as possible (hopefully one year) of their intention to retire. When the Chair's term of office ends they shall not serve any longer as a trustee/Board member. If the Chair is appointed from the existing Board, the time they have already served on the Board is counted in the overall period of tenure.

8.3. Honorary Treasurer

The Hon. Treasurer is the Board's subject expert on finance and takes a lead in overseeing the strategic

requirements of the Society. The Hon. Treasurer should have relevant financial qualifications and experience.

Responsibilities:

- Advising the Board on how to carry out its financial responsibilities, ensuring its applies its resources exclusively in pursuance of its objectives, as defined in the governing documents.
- Working with the CEO and other members of the senior leadership team, to prepare detailed budgets for Board approval.
- Presenting financial reports to the Board in a format that helps the Board understand the charity's financial position.
- Providing direction on the development of key financial policies such as those governing investments and reserves.
- Overseeing the annual audit process.
- Presenting the annual accounts to the AGM.

Tenure*:* The Hon. Treasurer is elected for a maximum of two periods of three years. If the Hon. Treasurer is appointed from the existing Board their served tenure is counted in the overall period of two terms of three years each.

8.4. Vice Chair

The Vice Chair's role is to:

- Chair committees of the Society if asked.
- Deputise for the Chair.
- Advise the Chair on the formulation of policy and objectives.

Tenure: The Vice Chair is elected for a maximum of two terms of three years. If the Vice Chair is appointed from the existing Board their served tenure is counted in the overall maximum tenure of two terms of three years each. Appointment as Vice Chair does not give the appointee any preferential status for appointment as Chair.

8.5. Company Secretary

The Company Secretary may be the Chief Executive but could be another senior member of staff, or an external individual or company appointed by the trustees.

Responsibilities:

- Conform to Companies House reporting requirements.
- Conform to Charity Commission and OSCR, Isle of Man, Channel Islands and Northern Ireland equivalent reporting requirements.
- Ensure compliance with all company and charity law.
- Maintain the Society's insurance portfolio.
- Arrange the AGM and prepare the agenda.

Tenure: The Company Secretary is appointed for an indefinite period and may be asked to stand down at any time by the Board on a recommendation of the GNPC. If the Company Secretary is the Chief Executive, they shall resign as Company Secretary when their time as Chief Executive comes to an end. Appointments are made by the Board with the process overseen by the GNPC.

9. Committees and working groups

9.1. Committees are established by the Board to help it carry out its role. Terms of reference are approved by the Board. Members of committees are appointed by the Board and can consist of both trustee and non-trustee members. Each committee, other than the Research Committee, shall be chaired by a trustee. Committees are accountable to the Board and minutes of committee meetings should be sent to the Board. The Board, if it wishes, can delegate certain decision-making powers to committees in accordance with the Articles and the Scheme of Delegation.

9.2. Committees should be convened by the Chief Executive or appropriate members of staff. The Chair of the Board is a member of the GNPC and may attend meetings of all committees. Relevant staff members may attend and take minutes at committee meetings, but will not be members of the committee.

Committees and responsibilities:

- Research Committee – research priorities, reviewing, approving and monitoring applications for grant funding, advising on policy and procedure.
- Finance and Fundraising Committee – financial strategy, policies, planning and monitoring.
- Governance, Nominations and People Committee – governance, appointments to the Board, people policies, senior staff appointments and their remuneration.
- Audit and Risk Committee – risk management, internal audit and oversight of external audit process.

9.3. In addition, working groups may be established by the Board or the Chief Executive to undertake time-limited pieces of work. Terms of reference should be agreed and the group disbanded once work is complete. A record of discussion and decisions should be kept. Trustees, staff members, other members of the Society or others with relevant skills and experience can be members of working groups. Working groups can appoint their own chair and minute-taker. Working groups are convened by the Chief Executive or the relevant staff member. The Chair of the Board is entitled to attend all working group meetings.

10. Local groups

10.1. Local peer support groups throughout the UK enable members to make contact with each other for mutual support and to share experiences which help build confidence and independence.

10.2. The Society will endeavour to aid the establishment of these groups and support their development.

10.3. Local groups may operate using the Society's charity number providing they have signed and comply with the group agreement and follow the financial controls set out in paragraph 12.2. Other groups may form under the auspices of other registered charities and affiliate to the Society provided they share the Society's group objectives. A memorandum of understanding governs this relationship.

11. Chief Executive

Role of the Chief Executive

- Responsible for the general conduct of the Society's affairs, answering to the Board and advising on matters of policy, operations, and financial affairs.
- Responsible for day-to-day management of the Society including the direction of professional and volunteer staff in the implementation of policy and fundraising.
- Representing the views of the Society to third parties within the limits of policy, referring back to the Board in any matters that are sensitive or which could have implications for the Society.
- The Chief Executive is a paid member of the Society's staff.

11.1. The performance of the Chief Executive is monitored and reported upon annually to the Board by the Chair, taking into consideration:

- Periodic reports by the Chief Executive of activity and results.
- Feedback from trustees and the quality of support afforded to the Board.
- Dis/satisfaction expressed by members and third parties.
- The success of the Society in achieving budgeted income while keeping within budgeted expenditure.
- The maintenance of clear audit reports for annual accounts.
- The progress made towards the achievement of the Society's strategic aims.
- Leadership of the Society's staff and volunteers.

12. Financial controls

12.1. Management and budgetary control:

- The Chief Executive and Hon. Treasurer work jointly to manage Society finances and budgets. They report firstly to the Finance and Fundraising Committee and then to the Board. The Audit and Risk Committee oversees the external audit process and considers the financial controls in the context of risk.
- The Chief Executive drafts the annual budget for the following year in the late autumn-winter and discusses it with Honorary Treasurer.
- The budget together with the salaries plan is presented to the Finance and Fundraising Committee in February.
- Adjustments are made and the budget is presented to the Board in March.
- The Finance and Fundraising Committee meet in July to review the annual report and accounts for the previous year. At the same time the budget for the current year is reviewed with adjustments taking account of the previous end of year financial position and consequent reforecasts.
- The September Board meeting approves the report and accounts for the previous year and approves adjustments to the budget.
- The Head of Finance produces management accounts and a cash statement for the Chief Executive and Hon. Treasurer monthly. This is also circulated to the Finance and Fundraising Committee.

12.2. Group accounts: Since a majority of groups are, in charity law, branches of the Society, their bank accounts must comply with the Statement of Recommended

Practice (SORP) with joint signatories and the use of the Society's charity number on all stationery and cheques. Each year, groups must prepare for the Hon. Treasurer a simple account of any monies received/disbursed and of any assets held so that these can be reported in the Society's accounts.

13. Meetings of the Board

13.1. Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.

13.2. Trustees should bring a fair and open minded view to all discussions of the Board and should ensure that all decisions are made in the Society's best interests.

13.3. Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent themselves from any discussion or vote taken on the matter by the other trustees in accordance with the Articles. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority.

13.4. Confidential information or material, relating to users, beneficiaries, members, staff, commercial business, etc., provided to, or discussed at a Board meeting must remain confidential and within the confines of the Board and must not be discussed outside the trustee body.

13.5. Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, election, training, retirement and if necessary, removal of trustees and to ensure arrangements are followed for recruiting the specific governance roles.

14. Staff

14.1. Trustees must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive.

14.2. Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that the Chief Executive and staff responsible for implementing those policies are clear as to what they need to do. Directions given to the Chief Executive and the staff should come from Board as a whole.

14.3. Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the Chief Executive and other staff.

14.4. Trustees must understand, accept and respect the difference in roles between the Board, the Chief Executive and senior staff, ensuring that the Board, the Chief Executive and their senior team work effectively and cohesively for the benefit of the Society, and develop a mutually supportive and loyal relationship. Having given the Chief Executive delegated authority, trustees should be careful, individually and collectively, not to undermine it by word or action.

Appendix 1: Appointment, election and re-election processes

The GNPC oversees the appointment of all trustees and makes recommendations to the Board. The Board has the power to appoint and remove any trustees and those in governance roles in accordance with the Articles.

The CEO and the Society's Head of People and Culture will support the recruitment process.

Vacancies for the role of trustee are advertised widely both among the Society's membership and externally. The current Chair, the CEO or others may recommend potential candidates who are a good fit and qualified for the role.

Applications are examined by the appointments panel (usually GNPC or members of GNPC and the CEO) and appropriate candidates invited for interview.

The interview panel makes appointment recommendations to GNPC and/or the Board. The Board must approve all appointments.

The Chair will approach those trustees eligible for renewal of their trustee term to confirm whether or not they wish to stand again. If they do, the reappointment must be approved by the Board.

Appointments, reappointments and resignations must be notified to members at the AGM.