

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

New Articles of Association (as adopted on September 22nd 2007)

OF
INTERNATIONAL ORTHOPTIC ASSOCIATION
LIMITED

GENERAL

- 1** In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 1948.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.
electronic form	The meaning given in the Companies Act 2006.
In writing	Written, printed, lithographed or sent in electronic form or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Member	A member of the Association for the time being whether a Full Member, Individual Member, Associate Member (Orthoptist), Associate Member (Ophthalmologist) or Affiliate Member.
Month	Calendar month.
The Office	The registered office of the Association.
Orthoptists	Those who have a certification of qualification in orthoptics, issued by a medical examining body and/or an education institution recognized and acknowledged by the government in the country in which they practice orthoptics, which entitles them to practice orthoptics in that country and to diagnose and treat sensory and motor disorders of the ocular system.

Ophthalmologists	Registered medical practitioners specialising in the field of Ophthalmology.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
President	The President of the Association (as the title to such office may be changed by the Council) elected or appointed in accordance with these presents.
Regulations	The regulations of the Association made by the Council pursuant to Article 56 or any other Article.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.

Any words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject to the aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents. Unless the context otherwise requires, all references to the Act or other legislative provisions are to the legislation concerned as modified or re-enacted from time to time.

- 2 The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall consent to become a member.
- 3 The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 4 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
- 5 There shall be five categories of membership: full membership, individual membership, associate membership (orthoptist), associate membership (ophthalmologist) and affiliate membership.
 - (a) Full Membership: Orthoptists who are members of a national orthoptic association with a seat on the Council shall automatically be deemed Full Members of the Association.

The national orthoptic association must meet the following criteria:

- (i) Have been in existence for a minimum of three years;
- (ii) Have a nationally recognised training school in their country; and
- (iii) Fulfil the criteria for Full Membership (as defined by the Council) and is able to meet the financial obligations and specified attendance duties of Full Membership.

- (b) Individual Members: Orthoptists who reside in a country that does not have a national association or that has a national association which does not have either a seat on the Council or observer status on the Council shall be admitted to Individual Membership upon completing an application in the form prescribed by the Council and upon furnishing the Council with documentation, as requested by the Council, that they meet the qualifications of an orthoptist as set forth in the definitional section (paragraph One) of these Articles.
- (c) Associated Membership (Orthoptist): Orthoptists who are members of a national association with observer status on the Council shall automatically be deemed Associate Members of the Association. Associate membership of the Association is open to members of that association holding an official certificate of graduation or certification.

The national association must meet the following criteria:

- (i) Have been in existence for a minimum of three years; and
- (ii) Have no nationally recognized training school in their country; or
- (iii) Fulfil the criteria for Full membership (as defined by the Council), but who are unable to meet the financial obligations and specified attendance duties of Full membership.

Associate membership requires the national association to nominate one member who is to be responsible for liaison to the Council and who:

- (i) May attend Council meetings as an observer; and
- (ii) Holds no voting privileges on Council; and
- (iii) Is responsible for the submission of issues for discussion on Council agenda that are applicable to their national association; and
- (iv) Is permitted to speak to topics on the agenda for Council meetings.

Associate membership is not available to members of national associations who fail to meet the Association's established criteria viz.:

The national association's aims should be:

- (i) Promotion of scientific and practical continuing education of its membership; and
- (ii) Promotion of economic and social professional standards and support to its members.

- (d) Associate Membership (Ophthalmologist): Associate membership is open to ophthalmologists who complete an application in a form prescribed by the Council and who submit documentation, as requested by the Council, demonstrating that they are a registered medical practitioner in the field of ophthalmology. Ophthalmologist Associate Members have no voting rights in the Association, or seat or observer status on Council. Associate membership is open to ophthalmologists who will:

- (i) Have no seat on the Council; and
- (ii) Have no voting privileges at General Meetings; and

- (iii) Pay a subscription rate.
- (e) Affiliate Membership: Affiliate Membership is open to individuals working in the field of orthoptics who do not otherwise qualify as a Member. The eligibility criteria for Affiliate Membership shall be set out in Regulations and admission as an Affiliate Member shall be at the sole discretion of the Council. Affiliate Members are not entitled to vote at a General Meeting or attend Council meetings as an observer and are not eligible to be a member of Council.
- (f) Voting Rights: Orthoptists who are Full Members, Individual Members or Associate Members (Orthoptists) shall have the right to vote at all meetings of the Association, including all General Meetings but excluding all Council Meetings.
- (g) Membership in the Association will automatically terminate in the event that the member's annual subscription fee as fixed by the Council remains unpaid for a period of two years.
- (h) Full and Associate Membership (Orthoptist) in the Association will automatically be terminated in the event that members of the orthoptists' national association, of which he is a member, are no longer eligible either for voting membership of Council or observer status on the Council. An orthoptist whose Full or Associate Membership (Orthoptist) is terminated pursuant to this subparagraph may apply for Individual Membership in the Association.
- (i) An orthoptist's membership will automatically be terminated in the event that she no longer possesses a certification of qualification in orthoptics as set forth in the definitional section of these Articles (paragraph One). An ophthalmologist's associate membership will automatically be terminated in the event that she is no longer a registered medical practitioner specialising in the field of ophthalmology.
- (j) Membership in the Association may be terminated by the Council for cause, including the violation of the Association's regulations.
- (k) A person shall cease to be a member by written notice to the Association.

SUBSCRIPTION AND LEVY

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- (a) All members shall pay an annual subscription to be fixed from time to time by the Council, unless the Council waives the requirement in the case of specific individuals. The Council may set different annual subscription fees for the different categories of membership.
- (b) The Association shall require national associations to pay an annual levy in respect of Council members based on the number of practising members in their organization on a scale to be determined by Council from time to time.
- (c) A Council member may not sit or participate in the deliberations of the Council until the levy payable by his national association and his annual subscription has been received by the Association.

- (d) The Council shall have power to invite one member of the Association from each or any country in which there is no national orthoptic association recognised by the Council as representative of the profession in that country to attend meetings of the Council as an observer. Such observers shall have no right to vote.

GENERAL MEETINGS

- 7** The Council may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
- 8** Thirty days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and the general nature of the business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of such proportion of the members having the right to attend and vote at a General Meeting as is prescribed by the Act, a meeting may be convened by such notice as those members may think fit.
- 9** The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed or proceedings had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 10** The Council may determine that any matter which may be voted on at a General Meeting may be voted on by written resolution in accordance with the Act.
- 11** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.
- 12** If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such place, day and time as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 13** The President (if any) of the Council shall preside as chairman at every General Meeting, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
- 14** The chairman of a General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the

meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 15** At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 16** Subject to the provisions of Article 17, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17** No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
- 18** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 19** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 20** Subject as herein provided, every member shall have one vote.
- 21** Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 22** Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.
- 23** The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised on that behalf.

- 24 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 25 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no limitation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 26 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“INTERNATIONAL ORTHOPTIC ASSOCIATION LIMITED

“I

“of

“a member of International Orthoptic Association’

“Limited, hereby appoint _____ ,

“of _____ ,

“and failing him, _____ ,

“of _____ ,

“to vote for me and on my behalf at the (

“General Meeting, or Adjourned, “) General Meeting of the Association to be held

“on the _____ day of _____ ,

“and at every adjournment thereof. _____ ,

“As witness my hand this _____ day of _____ 19 _____ ,

COUNCIL OF MANAGEMENT

27

- (a) The Council shall consist of a President (elected in the manner set out in Article 41 and one Council member from each country where there is a national orthoptic association recognised by the Council as representative of the profession in that country. Council members shall be elected by their national association in any manner determined by that association and the name shall be notified in writing to the Association by the chairman of the national association. If such nominee is appointed President of the Council his national association shall nominate a further Council member.
- (b) In determining whether to grant a national orthoptic association a seat on the Council, the Council shall consider the criteria set out in Regulations.

- (c) The Council shall have the authority to invite one member of the Association from any country in which there exists a national orthoptic association which does not meet the requirements for a seat on the Council to attend Council meetings as an observer. Such observers shall have no right to vote. The Council may establish criteria for a national association to have an observer member on the Council, which criteria may include a requirement that the national association has been in existence for a minimum of three years. National associations having observer status shall pay an annual subscription on behalf of their members as determined by the Council from time to time based on the number of practising members in their organisation.
- (d) A national association's seat on the Council or its observer status shall be terminated when the national association has failed to pay, for two consecutive years, the annual levy in the respect of its members and the annual subscription on behalf of its members as set by the Council and the nominee elected by that national association shall immediately vacate office as a member of Council.
- (e) A national association's seat on the Council or its observer status may be terminated by the Council if the national association fails to maintain the requirements for the membership on the Council as established by the Council pursuant to subparagraph (b) above or the requirement for observer status on the Council as established by the Council pursuant to the subparagraph (c) above.
- (f) In the event a national association withdraws its membership or observer status on the Council, the national association shall not be entitled to any refund or rebate of any levies, assessments or fees paid to the Association and it shall remain liable and responsible for all levies, assessments, fees and financial obligations imposed or incurred prior to the date of its withdrawal.

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- (a) The first members of the Council shall be:-
 MISS PATRICIA LANCE
 MRS CACILDA GALLO
 MISS BARBARA MARY LEE, M.B.E.
 MISS A. van PAASSEN
 MRS EVELYN ROSS
 MISS MIREILLE LOULY
 MISS HILDEGARD FORRER
 MISS NANCY CAPOBIANCO
- (b) The first Council members shall hold office until the end of the first international congress convened by the Association. Subsequent Council members shall hold office from the end of one international congress until the end of the next international congress, unless their nominating association shall replace them (such replacement requiring written notice).
- (c) If the Council recognises a national orthoptic association between congresses the nominee of such association to the Council may take his place forthwith.

- 29** The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the end of the next International Congress, but he shall then be eligible for re-election.
- 30** No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

- 31** The business of the Association shall be managed by the Council who may exercise all the powers of the Association as are not required to be exercised by the Association in General Meeting. Such a requirement may be imposed by either the provisions of the statutes for the time being in force and affecting the Association, or by these presents or by a special resolution of the members (as long as it is consistent with these presents). However, no amendment to the Articles or special resolution shall invalidate any prior act of the Council which would have been valid if that amendment or special resolution had not been made.
- 32** The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents as the quorum for a Council meeting, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General meeting, but not for any other purpose.

SECRETARY

- 33** The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary is not a member of Council.

TREASURER

- 34** The Treasurer shall be appointed by the Council for such period and on such remuneration and terms as the Council may think fit, and any Treasurer so appointed may be removed by the Council. The Treasurer is not a member of Council.

SEAL

- 35** The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signature shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 36** The office of a member of the Council shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Association.
 - (d) If by notice in writing to the Association he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under section 188 of the Act.
 - (f) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
 - (g) If he ceases to be a member by virtue of section 185 of the Act.

PROCEEDINGS OF THE COUNCIL

- 37** The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 38** A resolution in writing of the Council or of any of its committees signed or approved by letter or facsimile transmission or in electronic form by a majority of the members of the Council or of the members of the committee entitled to receive notice of a meeting of the Council or of its committees shall be as valid and effective as if it had been passed at that meeting of the Council or (as the case may be) its committees duly convened and held. Such a resolution must be notified to all members of Council or of its committee, as the case may be. Such a resolution may consist of several documents in the same form, each signed or approved by one or more members of the Council or members of the committees of the Council as the case may be.
- 39** The quorum at Council meetings at which members are present shall be five if the Council membership does not exceed twelve; and nine if the Council membership exceeds twelve.
- 40** A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.
- 41** The President shall be elected in the following manner:-
- (a) Any national orthoptic association shall not less than 18 months before the following international congress submit a nomination on behalf of their members for the office of President together with the written acceptance of that person to act as President.
 - (b) During the 18 months preceding the said international congress, the existing Council shall by secret ballot vote on the nomination and the President shall be the person so elected.

- 42 The President shall hold office from the end of one international congress until the end of the next international congress. The President is eligible to stand for no more than two consecutive terms of office.
- 43 If at any meeting the President be not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
- 44 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the next time being vested in the Council generally.
- 45 All or any of the members of the Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.
- 46 The Council may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 47 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 48 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ALTERNATE MEMBERS OF COUNCIL

- 49
- (a) Any member of Council (other than an alternate member of Council) may appoint any other member of Council to be his alternate member of Council and may remove from office an alternate so appointed by him.
 - (b) An appointment or removal of an alternate member of Council shall be made by his appointor by written notice to the Association or in any other manner prescribed by the Council.

- (c) An alternate member of Council is entitled to receive notice of all meetings of Council and of all meetings of committees of which his appointor is a member, to attend and vote at any such meeting at which his appointor is not personally present and generally to perform all the functions of his appointor as a member of Council in his appointor's absence.
- (d) An alternate member of Council shall be deemed to be a director and charity trustee of the Association, shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of his appointor.
- (e) An alternate member of Council shall cease to be such an alternate if his appointor ceases to be a member of Council; but if his appointor retires and is re-elected with effect from his retirement, the appointment of an alternate member made by him which was in force immediately prior to his retirement shall continue after his re-election.
- (f) An alternate member of Council may act as an alternate member of Council to more than one member of Council and is entitled at a meeting of Council or any of its committees to one vote for every member of Council for whom he acts as an alternate in addition to his own vote as a member of Council.

ACCOUNTS

- 50** The Council shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
- 51** The books of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 52** The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
- 53** The Council shall comply with the requirements of the Act and any other applicable law as to the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of annual reports and accounts.

NOTICES

54

- (a) Except where these presents provide otherwise, any notice to be given to or by any person under these presents shall (other than a notice calling a Council or Committee meeting) be in writing to an address for the time being notified for that purpose to the person giving the notice.
- (b) The Association may give any notice to any person under these presents:
 - (i) in person;
 - (ii) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (iii) by fax in electronic form to an address provided for that purpose; or
 - (iv) by posting it on a website, where the recipient has agreed to such posting in accordance with the Act.
- (c) Proof that:
 - (i) an envelope containing a notice was properly addressed, prepaid and posted; or
 - (ii) that an electronic communication or fax has been transmitted to the correct address or number,shall be conclusive evidence that the notice was given.
- (d) A notice shall, unless the contrary is proved, be deemed to be given:
 - (i) at the expiration of 30 days after the envelope containing it was posted: or
 - (ii) in the case of a notice contained in an electronic form or fax, at the expiration of 48 hours after the time it was transmitted.

55 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address.

REGULATIONS

56 The Council may from time to time make such Regulations as they may think fit and add to, repeal or vary the Regulations. All provisions in the Regulations shall be binding on all members and the Council shall adopt such means as it may think fit to bring the Regulations to the notice of members, provided that no provision in the Regulations shall contravene any of the provisions of the Memorandum and Articles of Association of the Association or the Act.

DISSOLUTION

- 57** Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BARBARA M. LEE,
2 Stack House ,
Ebury Street,
London, S.W.1.
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

ATTIE. S.v PAASEEN,
Lindenlaan,
Amstelveen,
Holland.
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

NANCY M. CAPOBIANCO,
66 Concord Street,
Newton Lower Falls,
Mass. 02162,
U.S.A.
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

EVELYN ROSS,
//1101 239 5th Avenue N.
Saskatoon,
Saskatchewan,
Canada.
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

HILDEGARD FORRER,
Clinique Universitaire d'Ophthalmologie,
22 rue A. Jentzer,
1200 Geneva,
Switzerland.
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

MIREILLE LOULY,
428 Av de Dunkerque,
59130 Lambersart,
France,
Orthoptist.

Witness to the above Signature:-

VIOLET M.S. JOHNSTON

GERALDINE LOUISE WILSON,
178 East 71st Street,
New York,
New York 10021,
U.S.A.
Orthoptist.

Witness to the above Signature:-

B. EVELYN TAYLOR,
210 East 64th Street,
New York, New York, 10021,
U.S.A.
Orthoptist.

CACILDA FERRIRA GALLO
Rua Martins Fontes 91-Apt 77
01050 Sao Paulo,
Brazil.
Orthoptist.

Witness to the above Signature:-

GALLES ROGZIER, M.D.
Viaduto 9 de Julho, 181-9° A,
Clinica Dr. Armando Gallo,
01050 - Sao Paulo,
Brazil.
Ophthalmologist.

SIMONE READMAN,
418 East Sherbrook Street,
Montreal 132,
Que., Canada.
Orthoptist.

Witness to the above Signature:-

FRANCES WILLIAMS,
Montreal Children's Hospital,
Tuyper Street,
Montreal, P.Q,
Canada.
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Witness to the above Signature:-

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DATED the 28th day of December, 1973, as amended through August 31, 1990.