



**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**NATIONAL KIDNEY FEDERATION**

**The Point  
Coach Road  
Shireoaks  
Worksop  
Nottinghamshire  
S81 8BW**

**Company Registration No. 5272349  
Registered in England & Wales**

**Charity Registration No. 1106735**

**Sinclair Taylor & Martin  
The Charity Team at Russell-Cooke  
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9 August 2004**

# THE COMPANIES ACTS 1985 AND 1989

## Company Limited by Guarantee and not having a Share Capital

### MEMORANDUM OF ASSOCIATION OF NATIONAL KIDNEY FEDERATION

#### 1. Name of Company

The name of the Company is, National Kidney Federation, called in this document "the Federation". The members of the Executive Committee of the Federation are the Trustees of the Federation.

#### 2. Registered Office

The registered office of the Federation will be in England and Wales.

#### 3. Objects of the Company

3.1 The objects of the Federation (the "Objects") are:-

The objects of the Federation shall be to promote throughout the United Kingdom the best renal medical practice and treatment, the health of persons suffering from kidney disease or renal failure, (herein called 'kidney patients') and to support the related needs of those relatives or friends who care for kidney patients.

#### 4. What the Federation may do

4.1 The Federation has the following powers which may be used only to promote the Objects :-

- (a) to promote a wider knowledge and understanding of the problems of kidney patients, and those relatives or friends who care for them, to the general public and the appropriate authorities;
- (b) to co-operate and lawfully promote the needs of kidney patients with all relevant local and national organisations and statutory bodies, with a view to improving facilities for kidney patients;
- (c) to further and assist the work of prospective and existing Kidney Patients' Associations;

- (d) subject to any consent required by law, to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort;
- (e) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land;
- (f) to employ and pay any employees, officers, servants and professional or other advisers;
- (g) to raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way;
- (h) to give or receive any guarantee or indemnity;
- (i) to promote or undertake study or research and disseminate the results of such;
- (j) to produce, print and publish anything in any media;
- (k) to provide or procure the provision of services, training, consultancy, advice, support, counselling or guidance;
- (l) to promote and advertise the Federation's activities;
- (m) to invest any money that the Federation does not immediately need in any investments, securities or properties; and to set aside funds for special purposes or as reserves;
- (n) to undertake any charitable trust;
- (o) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (p) to raise funds and carry on trade but not by means of Taxable Trading;
- (q) to establish, promote and otherwise assist any limited company or companies or other body for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish such limited company or companies or other body either as wholly owned subsidiaries of the Federation or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription on commercial terms provided that the Federation shall seek professional legal advice before financing such companies;
- (r) to establish, support or join with any charitable companies, institutions,

societies or associations whose objects are the same as or similar to its own;

- (s) to transfer to or to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Federation is authorised to join, and to perform any of their engagements;
- (t) to transfer any of the Federation's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Federation is authorised to join;
- (u) to open and operate banking accounts and other banking facilities;
- (v) to enter into any arrangements with any governments, authorities or any person, company or association;
- (w) to insure any risks arising from the Federation's activities;
- (x) to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustees concerned knew that, or were reckless whether, the act or omission was a breach of trust or breach of duty;
- (y) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- (z) to pay all the expenses and costs of establishing the Federation;
- (aa) to delegate upon such terms and at such reasonable remuneration as the Federation may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (i) the Managers are authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000, or a company or firm of repute which is an authorised exempt person within the meaning of that Act;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Federation;
- (iii) the Managers are under a duty to report promptly to the Federation any exercise of the delegated powers and in

particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;

- (iv) the Federation is entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (v) the Federation is bound to review the arrangements for delegation at intervals but so that any failure by the Federation to undertake such reviews shall not invalidate the delegation;
- (bb) to permit any investments belonging to the Federation to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Federation and to pay any such nominee reasonable and proper remuneration for acting as such;
- (cc) to provide Indemnity Insurance to cover liability of the Trustees:
- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Federation;
  - (ii) to make contributions to the assets of the Federation in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (cc) (i) shall not extend to:

- (i) any liability resulting from conduct which the Trustees knew, or must be assumed to have known was not in the best interests of the Federation, or which the Trustees did not care whether it was in the best interests of the Federation or not;
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
- (iii) any liability to pay a fine.

Any insurance in the case of (cc) (ii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Federation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Federation would avoid going into the insolvent liquidation;

- (dd) to do anything else within the law which helps promote the Objects.

## 5. Use of income and property

- 5.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Federation or Trustees, and no Trustee may be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation except as shown below under 'Allowed Payments'.

## 6. **Allowed Payments**

6.1 The Federation may pay:-

- (a) Reasonable and proper payment to any officer or servant of the Federation who is not a Trustee for any services to the Federation.
- (b) Reasonable and proper remuneration to a Trustee for services actually rendered to the Federation including the usual professional charges for services provided or business done by a Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Federation to act in a professional capacity on its behalf, PROVIDED THAT:-
  - (i) the number of Trustees so remunerated shall not exceed a minority of the quorum of the Executive Committee;
  - (ii) such Trustee shall be absent from all meetings at which the terms and conditions of his or her engagement by the Federation are discussed;
  - (iii) such Trustee shall not vote on any resolution relating to his or her engagement;
  - (iv) the other Trustees are satisfied that his engagement, or that of his or her firm, is both necessary and expedient in the interests of the Federation.
- (c) Interest on the money lent by any member of the Federation or any Trustee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (d) Reasonable out-of-pocket expenses to any Trustee.
- (e) Reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital.

- (f) Reasonable and proper rent of premises demised or let by any member of the Federation or Trustee.
- (g) All reasonable and proper premiums in respect of Indemnity Insurance effected in accordance with the powers in this Memorandum.
- (h) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Federation or Trustee shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member of the Federation or Trustee.

## **7. Alterations to this Memorandum**

- 7.1 No alterations to this Memorandum may be made which would cause the Federation to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, at least 21 Clear Days' notice of it must be given and 75% of those voting must vote in favour of it. Such a resolution may be passed on shorter notice if 95% of the total number of members having the right to vote agree, unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote agree to such short notice.
- 7.2 Alterations may only be made to the Objects to any clause of this memorandum or articles which directs or restricts the way money or the property of the Federation may be used with the Charity Commission's prior written consent.
- 7.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

## **8. Limited Liability**

- 8.1 The liability of the members is limited.

**9. Guarantee by Members of the Federation**

9.1 Every Full Member of the Federation agrees to contribute to the Federation £1 or any smaller amount required if:-

- (a) the Federation is wound-up while it is a Full Member or within a year afterwards; and
- (b) the Federation has debts and liabilities which it cannot meet out of its assets.

**10. Winding-up of the Federation**

10.1 If the Federation is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Federation. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar objects to those of the Federation and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.

10.2 The institution or institutions will be chosen by the Full Members of the Federation at or before the time when the Federation is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.



**11. Subscribers**

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association.

**Signatures, addresses and occupations of Subscribers**

---

D G Taylor, 10 Lawn Avenue, West Drayton, Middlesex UB7 7AQ  
Retired Charity Director

A MForbes, 18 Spring Lane, Hemel Hempstead, Herts, HP1 3QL  
Chair RFHKPA, Health & Safety Advisor

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**Dated this 19<sup>th</sup> day of October 2004**

**Witness to the above signatures**

**Name            Robert Price**

**Address        33 Foster Road, Abingdon, Oxon, OX14 1YN**

**Occupation    Retired (Voluntary Worker)**

## THE COMPANIES ACTS 1985 AND 1989

### Company Limited by Guarantee and not having a Share Capital

#### ARTICLES OF ASSOCIATION OF

#### NATIONAL KIDNEY FEDERATION

### 1. Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2	<b>Words</b>	<b>Meanings</b>
	Act	The Companies Acts 1985 and 1989 and as amended by subsequent acts
	Articles	These Articles of Association
	Chairperson	The chairperson or joint chairpersons (as the case may be) of the Executive Committee
	Charity Commission	The Charity Commission of England and Wales
	Clear Day	24 hours from midnight following the relevant event
	Executive Committee	The Executive Committee of Trustees of the Federation whose members are the directors of the Federation and are charity trustees
	Federation	National Kidney Federation
	Indemnity Insurance	Insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
	KPA	A Kidney Patients' Association
	Month	Calendar month

Office	The registered office of the Federation
Regulations	Any rules, standing orders or regulation made in accordance with these Articles
Seal	The common seal of the Federation
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profit of which are subject to corporation tax
Trustees	The directors of the Federation
United Kingdom	Great Britain and Northern Ireland
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax

1.3 Words in the singular form include the plural and vice versa.

1.4 The words “person” or “people” include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Federation will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

## **2. The Constitution of the Federation; Rights of Inspection by Members**

2.1 The Federation is established for the objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Executive Committee.

### 3. **Members**

- 3.1 The number of members of the Federation is unlimited.
- 3.2 The Federation must keep at the Office a register of members showing their name, address and date of membership.
- 3.3 The register is available for inspection.

### 4. **Membership**

- 4.1 The initial members are the subscribers who signed these Articles.
- 4.2 There are four categories of membership and membership is open to the following:
  - (a) Full membership shall be available, subject to the approval of the Executive Committee, to all KPAs which are properly constituted and representative bodies ("**Full Members**").
  - (b) Associate membership shall be available, subject to the approval of the Executive Committee, to organisations which are properly constituted and representative bodies, and whose objects are in accordance with those of the Federation ("**Associate Members**").
  - (c) Affiliated membership shall be available, subject to the approval of the Executive Committee, to national groups formed under the control of the Federation ("**Affiliated Members**").
  - (d) Friends membership shall be available to any individual who supports the objects of the Federation ("**Friends Members**").
- 4.3 Full Members are the only members of the Federation for the purposes of the Act. For the avoidance of doubt, only representatives of Full Members have the right to vote at general meetings and Council meetings of the Federation.
- 4.4 A member which is an organisation must, if asked, give a copy of its constitution to the Federation.
- 4.5 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in writing to the Federation, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Federation's request. The representative of a Full Member has the right to attend and to vote at general meetings of the Federation and any vote given shall be valid unless prior to the vote the Federation receives written notice ending the representative's authority.

4.6 Members which are organisations stop being members in the same way as individual members stop being members.

4.7 The Executive Committee may delegate the power to admit members.

## **5. No transfer of Membership**

5.1 None of the rights of any member of the Federation may be transferred or transmitted to any other person.

## **6. Ending of Membership**

6.1 A member stops being a member of the Federation if:

(a) the member resigns from membership by giving notice in writing to the Federation; or

(b) membership is ended under Article 7; or

(c) the member's subscription (if any) remains unpaid six Months after it is due and the Executive Committee resolves to end that member's membership; or

(d) the member fails to respond in writing within 60 days of being sent a notice in writing requesting confirmation that they wish to remain a member and the Executive Committee resolves to end membership. The notice must contain a warning that membership may be ended.

## **7. Removal from Membership**

7.1 The Executive Committee may suspend the rights of any member by giving the member notice in writing of the suspension.

7.2 Within 28 days of receiving that notice the member can appeal in writing to the Federation against the suspension. If no appeal is received within the time limit, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the President of the Federation. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension. The decision of the President is final.

## **8. General Meetings**

8.1 Each year, the Federation must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be

specified as such in the notices calling it. The first annual general meeting must be held within 18 Months of the incorporation of the Federation and not more than 15 Months must pass between one annual general meeting and the next.

## **9. Extraordinary General Meetings**

9.1 All general meetings except annual general meetings are called extraordinary general meetings. All members, if the Executive Committee so directs, including Associate Members, Affiliated Members and Friends Members may attend general meetings and speak on non-policy and open forum matters, but only representatives of Full Members are entitled to vote and count towards the quorum.

## **10. Calling of Extraordinary General Meetings**

10.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten per cent of the Full Members of the Federation request it.

## **11. Notice of General Meetings**

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 Clear Days' notice in writing. Other general meetings must be called by giving at least 14 Clear Days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it namely Full Members but the Federation (if the Executive Committee so directs) may also send notices to Associate Members, Affiliated Members and Friends Members.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote at it; or

(b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Federation members who have voting rights.

## **12. Ordinary and Special Business at General Meetings**

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Trustees and auditors, the election of Trustees in place of those retiring, the appointment of auditors, the fixing of the remuneration of the auditors and the appointment of a Patron(s) and the President of the Federation.

## **13. Quorum**

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 30% of Full Member representatives unless shown differently below.

## **14. Adjournment if no Quorum**

14.1 If the meeting is called by the demand of Full Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Executive Committee may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

## **15. Chairperson**

15.1 The Chairperson (if any) of the Executive Committee should normally preside as Chairperson at every general meeting of the Federation. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair the Executive Committee shall select a Chairperson of the meeting and in default the members at the meeting shall select a Chairperson.

## **16. Adjournment of the Meeting**

16.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## 17. Voting on Resolutions

- 17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairperson or a member or member's representative who is present. Members may vote by a proxy.

## 18. Proxies

- 18.1 A person holding a proxy may vote on any resolution.
- 18.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in any usual or common form or in such other form as the Trustees may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall prior to the general meeting be deposited with or received by the Secretary or the Chairperson of that meeting. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution.
- 18.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Federation at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 18.4 Where the Executive Committee does not fix the form of a proxy any instrument appointing a proxy in the following form, or as near to it as the circumstances admit, will be acceptable.

"I  
the official representative of  
a member of the National Kidney Federation  
hereby appoint [the Chairperson of the meeting]  
of  
and failing him or her  
of  
as my proxy to vote for me on my behalf at the [Annual/Extraordinary]  
General Meeting of the Federation to be held on the



day of \_\_\_\_\_ and any adjournment thereof.

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ ”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **19. Declaration of Chairperson is Final**

- 19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 19.2 The demand for a poll may be withdrawn.

## **20. When a poll is taken**

- 20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.
- 20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

## **21. Voting and Speaking**

- 21.1 Every representative of a Full Member including the Chairperson has one vote. If the votes are level, the Chairperson has a casting vote.
- 21.2 The auditor or reporting accountant has the right to attend and speak.
- 21.3 Only the official representatives of each Full Member shall be entitled to speak and vote on items of formal business at general meetings. Any individual may speak on any other item discussed at general meeting which is referred to as an open forum item. If the official representative of any Full Member is unable to attend a general meeting, a substitute representative may attend and vote, if so entitled, on behalf of that Full Member in accordance with the provisions of Article 18 (Proxy voting). Notice of the substitution must be given in writing in all cases prior to the meeting.

## **22. Written Agreement to Resolution**

- 22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- (a) it must be in writing;
  - (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice of and, to attend general meetings;
  - (c) it may consist of two or more documents in identical form signed by members.

## **23. The Council**

- 23.1 The Federation shall maintain a Council that will advise the Executive Committee of members' views and concerns, but shall not determine policy. The Council shall meet to discuss topical, campaign and policy issues and any other relevant issues. Opinion expressed at Council meetings shall not be legally binding upon the Trustees, but such expressed Council views will form advice that the Trustees should consider.
- 23.2 The Council consists of one representative from each Full Member, with at least 60% of representatives being kidney patients. The Council shall meet twice a year; one of the meetings shall be as soon as reasonably practicable after the annual general meeting of the Federation.
- 23.3 Associate Members, Affiliated Members and Friends Members may attend Council Meetings and may speak on non-policy matters. Only official representatives of each Full Member shall be entitled to vote. If an item on the agenda requires an element of "Specialist knowledge" then at the Chairperson's discretion a replacement speaker may speak on behalf of a Full Member. This concession can only be used once by Full Member during any meeting. Staff members will be able to speak if permitted by the chair of the meeting.
- 23.4 If the elected representative of any Full Member is unable to attend a Council meeting, a substitute representative may attend and vote, if so entitled, on behalf of that Full Member. Notice of the substitution must be given in writing in all cases prior to the meeting.
- 23.5 Voting at Council meetings shall be by show of ballot cards or by secret ballot if directed by the Chairperson.
- 23.6 The Chairperson of the Executive Committee shall also be the Chairperson of the Council.

23.7 The decision of the Chairperson on all questions of order and conduct of Council meetings shall be final.

23.8 A quorum shall consist of 30% of Full Member representatives.

#### **24. Special Meetings of the Council**

24.1 Either the Executive Committee or ten per cent of the Full Members acting jointly shall have the right to call a Special Council Meeting. The motion must be made in writing and reach the Federation office not less than 28 days before the proposed Special Council Meeting. The motion must stipulate clearly the matters to be discussed at the Special Council Meeting and no other matters may be voted on at that meeting without the consent of the Executive Committee.

24.2 Written notice of the Special Council Meeting shall be circulated by those calling the meeting to reach all Full Members, Associate Members, Affiliated Members and Friends Members not less than 21 days before the meeting informing them of the motion and the date, time and place of the meeting.

24.3 If the elected representative of any Full Member is unable to attend a Special Council Meeting, a substitute representative may attend and vote if so entitled on behalf of that Full Member. Notice of the substitution must be given in writing in all cases prior to the meeting.

24.4 The Special Council Meeting shall be governed by the same rules as a normal Council Meeting.

#### **25. Management by the Executive Committee**

25.1 The business of the Federation is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Federation. They may use all powers of the Federation which are not, by the Act or by these Articles, required to be used by a general meeting of the Federation. But the Trustees are at all times governed first by the Act, second by the Memorandum and Articles, and third by any Regulations that a general meeting may prescribe.

#### **26. Payment of Subscriptions**

26.1 All members must pay the subscriptions that the Executive Committee decides from time to time. The Executive Committee may fix differing rates for subscriptions.

#### **27. Cheques and Bills etc**

27.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Federation shall indicate

the name of the Federation in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Executive Committee decides from time to time and cheques shall be signed by two Trustees unless the Executive Committee otherwise decides.

## **28. Indemnity of Trustees**

28.1 In the management of the affairs of the Federation no Trustee shall be liable for any loss to the property of the Federation arising by reason of:

- (a) improper investment made in good faith (so long as the Trustee sought professional advice before making such investment); or
- (b) negligence or fraud of any agent employed by any Trustee in good faith (provided reasonable supervision shall have been exercised); or
- (c) any mistake or omission made in good faith by any Trustee; or
- (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Trustee.

28.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Federation and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

## **29. Payment of reasonable expenses to members of the Executive Committee**

29.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Federation but shall not be paid any other remuneration except as permitted in the Memorandum of Association.

## **30. The Keeping of Minutes**

30.1 The Executive Committee must have minutes entered in the minute books:-

- (a) of all appointments of officers by the Executive Committee;
- (b) of the names of the Trustees present at each of its meetings and of any committee of the Executive Committee;

- (c) of all resolutions and proceedings at all meetings of:
- (d) (i) The Federation;  
(ii) The Executive Committee; and  
(iii) Committees of the Executive Committee.

### **31. The Make-up of the Executive Committee**

- 31.1 The first Executive Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Federation is formed or appointed by them. They hold office until the first annual general meeting. After that, the Executive Committee consists of:-
- (a) not less than eleven and no more than sixteen members elected by representatives of Full Members of the Federation including a maximum of 6 officers;
  - (b) for each Affiliated Member one individual who represents the Affiliated Member co-opted at any time by the Executive Committee;
  - (c) not more than three additional individuals co-opted at any time by the Executive Committee.
- 31.2 Up to three of the Trustees may be individuals who are members of the Federation, but are not members of any member KPA. Any such individual must have their nomination proposed or seconded by a Trustee. All other Trustees must be proposed or seconded in accordance with Article 31.4.
- 31.3 Members must be informed of the method and time limits for submitting nominations not less than 63 days before the annual general meeting and such notice may be in any communication including a publication sent to members.
- 31.4 Nominations must be proposed, seconded and submitted in writing to the Federation no later than 42 days before the date of the annual general meeting and either the proposer or the seconder must be a member of the nominee's own KPA and no individual may propose or second more than two nominees for election to the Executive Committee in any one year.
- 31.5 Any individual who is a member of a member KPA may stand for election to the Executive Committee subject to a maximum of two individuals from any individual KPA and in the event of more than two valid nominations being received from one KPA the two elected shall be the ones obtaining the highest number of votes in the election to the Executive Committee and further nominees from that KPA are then eliminated from the election

irrespective of their position in the election.

31.6 Ballot papers shall be given to Full Members at the annual general meeting and the counting of the ballots will take place at such meeting. The election of Trustees shall be carried by a simple majority of the votes cast and in case of equality of votes the Chairperson shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote. The Chairperson shall announce the results at the annual general meeting.

31.7 Where there are no more nominations than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a vote.

## **32. Retirement of Trustees**

32.1 At each annual general meeting all of the Trustees shall retire. Such Trustees are eligible for re-election provided that no Trustee may serve for a period of more than seven consecutive years except in respect of existing officers who wish to continue beyond the seven years limit in order to complete a three year term of office to an elected position already held.

## **33. Change in composition of the Executive Committee**

33.1 The make-up and number of the Executive Committee may be varied but not reduced below three. Variation can only be by a special resolution approved by a general meeting by a 75% vote in favour of such change of the members entitled to vote at the meeting.

## **34. Notification of Change of Trustees to the Registrar of Companies**

34.1 All appointments, retirements or removals of Trustees must be notified to the Registrar of Companies.

## **35. Filling vacancies in the Executive Committee and Co-option**

35.1 The Executive Committee can appoint anyone with a particular knowledge that can contribute to the work of the Federation to fill a vacancy in the membership of the Executive Committee or an officer position. They will hold office until the next annual general meeting when their appointment must be ratified. The Executive Committee may also co-opt up to three additional persons onto the Executive Committee at any one time. They will be eligible for re-election and may attend and speak at meetings of the Executive Committee and are entitled to vote and count towards the quorum. Affiliated Members' co-optees will hold office until the next annual general meeting and may be re-co-opted and may attend and speak at Executive Committee meetings and are entitled to vote. Such co-optees shall count towards the

quorum of Executive Committee meetings.

### **36. Ending of Executive Committee Membership**

36.1 A Trustee ceases to hold office if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable whether mentally or physically of managing his or her own affairs; or
- (d) resigns the office by notice in writing to the Federation but only if at least three Trustees will remain in office when the resignation takes effect; or
- (e) is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
- (f) is directly or indirectly involved in any contract with the Federation and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (g) is removed from office.

### **37. Removal of a Trustee by a General Meeting**

37.1 A general meeting of the Federation may remove any Trustee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Federation and the Trustee may say.

37.2 Removal can take place only by the Federation passing an ordinary resolution saying so. Full Member(s) of the Federation must give a notice to the Federation of intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Federation and subsequently at least 21 Clear Days' notice to the membership. Once the Federation receives such notice it must immediately send a copy to the Trustee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the

meeting.

### **38. Meetings of the Executive Committee**

- 38.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chairperson. If the votes are equal, the Chairperson has a second or casting vote.
- 38.3 A majority of the Trustees may, summon a meeting of the Executive Committee.
- 38.4 Notice of a meeting need not be given to any Trustee who is out of the United Kingdom.
- 38.5 Meetings may be held in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all other participants.

### **39. Officers of the Executive Committee**

- 39.1 The Full Members may at General Meeting elect or remove a chairperson, treasurer, secretary and any other officers that the Executive Committee wishes. Fifty per cent of all officers shall be kidney patients, however, in the event that the number of nominations being less than the number of vacancies, such available positions may be filled by non-kidney patients. No individual may be elected to the same officer position for more than three consecutive years. For the purpose of this article, stand alone and joint positions, shall be deemed as one and the same. Nominations for officer positions shall be proposed and seconded and shall be submitted to the Office in writing no later than one hour before the closure of the Office forty two days before the annual general meeting.
- 39.2 No individual shall be eligible to stand for election as Chairperson until he or she has served for at least 12 Months as a Trustee.
- 39.3 No KPA may have more than one person who is a member of that KPA serving as an officer of the Executive Committee.
- 39.4 The Chairperson (or his or her agent) shall circulate with the agenda for the annual general meeting a list of eligible candidates, and, where appropriate a statement supporting their candidature for election. If there are more candidates than vacancies for an officer position, the Chairperson may hold a ballot.



#### **45. Chairperson of Committees**

- 45.1 A committee may elect a chairperson of its meetings if the Executive Committee does not nominate one.
- 45.2 If at any meeting the committee's chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chairperson of the meeting.

#### **46. Meetings of Committees**

- 46.1 A committee may meet and adjourn whenever it chooses.
- 46.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 46.3 A committee must have minutes entered in minute books. Copies of these minutes must be given to all Trustees.

#### **47. Appointment and Removal of the Company Secretary**

- 47.1 The Executive Committee appoint and remove the Company Secretary and may decide his or her period of office, pay (if not a Trustee) and conditions of service.

#### **48. Actions of Directors and Company Secretary**

- 48.1 The Act says that some actions must be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and the Company Secretary, it is not enough for him or her to do the action first as a Trustee and then as Company Secretary or vice versa.

#### **49. The Seal**

- 49.1 If the Federation shall decide to use a company seal the Executive Committee must provide safe custody of the Seal.
- 49.2 The Seal may only be used as the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee to use it.
- 49.3 Everything to which the Seal is affixed must be:-
- (a) signed by a member of the Executive Committee; and
  - (b) countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Executive Committee for that purpose.

**50. Proper Accounts must be Kept**

50.1 Accounts shall be prepared in accordance with the Act.

**51. Books must be Kept at the Office**

51.1 The books of account must be kept at the Office or at other places decided by the Executive Committee. The books of account must always be open to inspection by Trustees.

**52. Inspection of Books**

52.1 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Federation if the right is given by law or authorised by the Trustees or a general meeting.

**53. Profit and Loss Account and Balance Sheets**

53.1 The Executive Committee must, for each accounting reference period, put before a general meeting of the Federation:-

- (a) a statement of financial activities, including an income and expenditure account;
- (b) a report by the Executive Committee on the state of the Federation as required by the law;
- (c) a balance sheet; and
- (d) such other reports, statements or accounts as are from time to time required by law.

53.2 The Executive Committee must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.

**54. Copies for Members**

54.1 Certain documents must be sent to Full Members of the Federation at least 21 Clear Days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Federation at the general meeting;

- (b) a copy of any report from reporting accountants or auditors; and
- (c) a copy of the report of the Trustees.

54.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Federation does not know.

## **55. Appointment of Reporting Accountants or Auditors**

55.1 The Federation must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Federation's income or assets from time to time makes this a legal requirement.

## **56. Service of Notices**

56.1 The Federation may give notice to any member either personally or by delivering it or sending it by ordinary post, by fax or by email to the member's registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Federation for that purpose.

56.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Federation receives no indication that it has not been properly sent.

56.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.

## **57. Accidental Omission of Notice**

57.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

## **58. Who is Entitled to Notice of General Meetings**

58.1 Notice of every general meeting must be given to:-

- (a) every Full Member (except those members who lack a registered address within the United Kingdom and have not given the Federation an address for notices within the United Kingdom);

- (b) the reporting accountants or auditor of the Federation;
- (c) all Trustees; and
- (d) all those with rights of nomination to the Executive Committee (if any).

58.2 No one else is entitled to receive notice of general meetings.

## **59. Alteration of the Articles**

59.1 The Federation may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which at least 21 Clear Days' notice has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree, unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote must agree to such short notice.

59.2 No alteration may be made to an article which directs or restricts the way money or property of the Federation may be used without the Charity Commission's prior written approval.

## **60. Regulations**

61.1 The Executive Committee may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Executive Committee which would otherwise have been valid.

## **62. Dissolution of the Federation**

62.1 The Executive Committee or a general meeting may decide at any time to dissolve the Federation. The Federation shall then call a meeting of all members entitled to notice of general meetings.

62.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

**Signatures, addresses and occupations of subscribers**

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D G Taylor, 10 Lawn Avenue, West Drayton, Middlesex UB7 7AQ  
Retired Charity Director

A M Forbes, 118 Spring Lane, Hemel Hempstead, Herts, HP1 3QL  
Chair RFHKPA

Health & Safety Advisor

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**Dated this 19<sup>th</sup> day of October 2004**

**Witness to the above signatures:            R Price**

**Name            Robert Price**

**Address        33 Foster Road, Abingdon, Oxon, OX14 1YN**

**Occupation    Retired (Voluntary Worker)**