

LEICESTERSHIRE KIDNEY PATIENTS' ASSOCIATION

CONSTITUTION

Adopted on the 21st day of January 2007

1. NAME

- 1.1 The name of the Association shall be "The Leicestershire Kidney Patients' Association", hereafter referred to in this Constitution as the 'Association'.

2. ADMINISTRATION.

- 2.1 Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by members of the executive committee.

3. THE ASSOCIATION'S OBJECT

- 3.1 The object is to help and encourage renal patients of Leicester General Hospital and its satellite units and in furtherance of this object the Association may promote the following activities:
- 3.2 Fellowship among patients and their families.
- 3.3 Welfare of patients and their families.
- 3.4 Give patients advice and help with the appropriate authorities.
- 3.5 Promote the distribution of the Donor Card and educate the general public on the problems experienced by renal patients.
- 3.6 To provide holidays and outings for patients and their families.
- 3.7 Equip and maintain holiday homes for the use of patients and their families.
- 3.8 The provision of funds to enable staff attached to the Renal Unit to further their education and research into renal problems.

4. POWERS

- 4.1 In furtherance of the objects but not otherwise the executive committee may exercise the following powers:
- 4.2 Power to raise funds and to invite and receive contributions provided that in raising funds the executive committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- 4.3 Power to buy, lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.4 Power subject to any consent required by law to sell or dispose of all or any part of the property of the Association.
- 4.5 Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- 4.6 Power to appoint and constitute such advisory committees as the executive committee may think fit.
- 4.7 Power to do all such other lawful things as are necessary for the achievement of the objects of the Association.

5 MEMBERSHIP

- 5.1 Membership of the association shall be open automatically to any person interested in furthering the objects and who is a patient of the Leicester Renal Unit and its satellite units.
- 5.2 The family of the patient.
- 5.3 Staff of the Leicester Renal Unit.
- 5.4 Any other person who is interested in the objects of the Association with the approval of the executive.
- 5.5 Every member over the age of 18 years will have the right to vote at the Annual General Meeting.
- 5.6 The executive committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the executive committee accompanied by a friend or advocate, before a final decision is made.

6. HONORARY OFFICERS

- 6.1 At the annual general meeting of the Association the members shall elect from amongst themselves an honorary Chairperson, an honorary Secretary and an honorary Treasurer, who shall hold office from the conclusion of that meeting.

7. EXECUTIVE COMMITTEE

- 7.1 The executive committee shall consist of **no fewer than 3 members in order to constitute a quorum.**
- 7.2 **The maximum membership of the executive committee must not exceed 20 persons, all of whom must be over the age of 18 years.**
- 7.3 The honorary officers specified in **clause 6.1.**
- 7.4 **Any Leicester General Hospital Renal Consultant may be co-opted to the committee and may be given the honorary title of 'Vice-President'.**
- 7.5 **Any Nursing Staff of the Renal Unit may be co-opted to the committee.**
- 7.6 All members of the executive committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but may be re-elected or re-appointed.
- 7.7 The committee may invite any person to attend any of its meetings as an observer without power to vote.

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE MEMBERS.

- A member of the **executive committee** shall cease to hold office if he or she:
- 8.1 Is disqualified from acting as a member of the executive committee by virtue of Section 45 of the Charities Act 1992.
 - 8.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - 8.3 Is absent without sending an apology for 3 consecutive meetings; **this also applies to members co-opted under sub-clauses 7.4 and 7.5.**

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.

9.1 [Subject to the provisions of sub-clause 2 of this clause] no member of the executive committee shall acquire any interest in property belonging to the Association [otherwise than as a trustee for the Association] or receive remuneration or be interested in any contract entered into by the executive committee.

9.2 Any member of the executive committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him, or his or her firm, when instructed by other members of the executive committee to act in a professional capacity on behalf of the Association.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE.

10.1 The executive committee shall hold **at least 3** ordinary meetings each year. A special meeting may be called by the chairman at any time or by any 4 members of the executive committee upon not less than 7 days notice being given to other members of the executive committee of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.

10.2 The Chairperson shall act as Chairperson at meetings of the executive committee. If the Chairperson is absent from any meeting, the **committee shall elect from the members present a Vice Chairperson who will take his place for that meeting only.**

10.3 Every matter shall be determined by a majority of votes of the members of the executive committee present and voting on the question, but in the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

10.4 The executive committee shall keep minutes in books kept for the purpose of the proceedings at meetings of the executive committee and any sub-committee.

10.5 The executive committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule can be made which is inconsistent with this constitution.

11. RECEIPTS AND EXPENDITURE

11.1 The funds belonging to the Association including all donations, contributions and bequests, shall be paid into an account operated by the executive committee in the name of the Association at such bank as the executive committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 nominated members of the executive committee

11.2 The funds belonging to the Association shall be applied only in furthering the objects.

11.3 Any member of the executive committee shall be entitled to claim expenses necessarily incurred in the service of the Association. These shall be paid by the Treasurer upon receipt of a receipt, any cases of doubt to be referred to the Chairperson for final decision.

12. PROPERTY

12.1 All property held in trust for the Association must be properly managed and outline conditions for bookings **must be published and records kept.**

- 12.2 The executive committee must ensure that properties are legally used and insured.
- 12.3 The executive committee must ensure that security, health and safety and fire regulations and precautions are met.
- 12.4 The executive committee must approve alterations, repairs and renovations.

13. ACCOUNTS

The executive committee shall comply with their obligations under the Charities Act 1992 [or any statutory re-enactment or modification of the Act] with regard to:

- 13.1 The keeping of accounting records for the Association,
- 13.2 The preparation of annual statements of account for the Association,
- 13.3 The auditing or independent examination of the statements of account for the Association; and
- 13.4 The transmission of the statements of account of the Association to the Charity Commissioners.

14. ANNUAL GENERAL MEETING

- 14.1 There shall be an Annual General Meeting of the Association, which shall be held no more than 3 months after the closing of the year's accounts in August, or as soon as it is practicable so to do.
- 14.2 An annual general meeting shall be called by the executive committee. The secretary shall give at least 21 days notice of the Annual General Meeting to all known registered members of the Association. All members shall be entitled to attend and vote at the meeting providing they are over 18 years of age.
- 14.3 The executive committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- 14.4 Nominations for election to the executive committee must be made by members of the Association in writing and must be in the hands of the secretary of the executive committee at least 14 days before the Annual General Meeting. Should nominees exceed vacancies, election shall be by ballot.
- 14.5 There shall be transacted any other business brought forward by the executive committee or any business of which notice in writing shall have been given by any member to the secretary in writing not less than 14 days before the meeting.

15. SPECIAL GENERAL MEETINGS.

- 15.1 The executive committee may call a special general meeting of the Association at any time. If at least 10 members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed

16. PROCEDURE AT GENERAL MEETINGS

- 16.1 The secretary or other person specially appointed by the executive committee shall keep a full record of proceedings at every general meeting of the Association.
- 16.2 There shall be a quorum when at least one tenth of the membership of the Association or ten members, whichever is the least, are present at any general meeting.

17. ALTERATIONS TO THE CONSTITUTION

- 17.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 17.2 No amendment may be made which would have the effect of making the Association cease to be a charity at law.
- 17.3 The executive committee shall promptly send the Charity Commissioners a copy of any amendment made under this clause.

18. RESIGNATION

- 18.1 Any member may terminate his or her membership at any time by notice in writing to the secretary.

19. DISSOLUTION

- 19.1 If the executive committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members, of which not less than 21 days notice [stating the terms of the resolution to be proposed] shall be given.
- 19.2 If the proposal is confirmed by two-thirds majority of those present and voting the executive committee shall have power to realize any assets held by or on behalf of the Association.
- 19.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association. A copy of the statement of accounts, or account and statement, for the final accounting period of the Association must be sent to the Charity Commissioners.

This Constitution was adopted on the 21 January 2007 at an Annual General Meeting of the Association and witnessed by the persons whose names appear hereafter:

Mr G.S. Chandler (Chairman)

Ms M Madhani (Secretary)