ARTICLE 1
GRANTING OF REGULATIONS

1.1. Granting Authority. The Foundation Council (hereinafter the “Council”) grants these Regulations using the powers reserved to the Council in the Charter of THE INTERNATIONAL FEDERATION OF KIDNEY FOUNDATIONS FOUNDATION (hereinafter “IFKF”).

ARTICLE 2
MISSION STATEMENT

2.1. Vision. Improvement in the quality of life and quality of care for all at risk of, or suffering from, kidney disease regardless of race, color, sex or sexuality, language, religion, political or other opinion, national or social origin, property, birth or other status.

2.2. Mission. To foster international collaboration and exchange of ideas between local kidney foundations and not-for-profit organizations so as to enable and help empower foundations’ local memberships to improve health, wellbeing and the quality of life of all individuals threatened by kidney disease.

2.3 Scope. IFKF’s scope of action includes:

(i) Advocacy of improved healthcare delivery;
(ii) Promoting best possible outcomes of care;
(iii) Facilitating educational programs for and by member organizations;
(iv) Promotion of research into kidney disease;
(v) Fostering an environment of open communication and exchange of ideas among organizations;
(vi) Creating a forum for collaborative fund raising;
(vii) Fostering improvement within local kidney foundations;
(viii) Assisting with the establishment of new kidney foundations where they do not currently exist; and

(ix) Acting as a global voice for issues of kidney health.

**ARTICLE 3**

**MEMBERSHIP**

3.1. *Members.* IFKF will have organizational and associate members whose appointment, eligibility, capacities and duties are shall be provided for in these Regulations.

3.2. *Organizational Membership. Eligibility.* To be eligible for organizational membership an organization must be:

(i) An organization primarily committed to improving the health and wellbeing of individuals with kidney disease;

(ii) Recognized as non-profit (*that is, as having legal status as a charitable foundation*) under the laws of their country of incorporation;

(iii) Multidisciplinary, meaning that they should normally have among their membership: patients and individuals from at least two of the following groups: medical doctors, nurses, dieticians, social workers, technicians, family of patients and general volunteers;

(iv) Actively involved in the activity outlined in the Mission Statement of these Regulations.

3.2. *Application for Organizational Membership.* An organization wishing to become an organizational member of IFKF must file and application with the Council. The Council shall approve or reject the application for organizational membership on the basis of the eligibility criteria set out in this article.

3.3. *Associate Membership.* Individuals may apply to become associate members of IFKF. An associate member shall be entitled to receive notice of, and attend, meetings of members but shall not be entitled to vote at said meetings.

3.4. *Application for Associate Membership.* Individuals wishing to become a member of the Foundation must file and application with the Council. The Council shall approve or reject the application for membership at its sole discretion.

**ARTICLE 4**

**MEETINGS OF ORGANIZATIONAL MEMBERS**
4.1. *Meetings.* The organizational members shall meet at least once per year at an Annual General Meeting and at any duly convened extraordinary meetings of members. Meetings can occur in person or by electronic means.

4.2. *Representatives and Voting.* Each of IFKF’s organizational members shall appoint a representative to act on its behalf at the General and Extraordinary Meetings. Voting by organizational members at meetings of members may be in person or by proxy.

4.3. *Extraordinary meeting.* On the written request of ten (10) organizational members to the President, the President shall call an extraordinary meeting of members.

**ARTICLE 5**

**COUNCIL**

5.1. *General.* Subject to the limitations contained in the present Regulations, the Council shall have all the powers, duties and obligations assigned to it in the Law, in the Charter and in these Regulations. The Council shall not have less than three (3) nor exceed eleven (11) Council members. Each Council member shall have one (1) vote only.

5.2. *Tenure of Council Members.* Council members, excluding officers, shall serve for a term of (3) three years. No Council member, except officers, shall serve more than two consecutive terms.

5.3. *Appointment and replacement of Council Members.* The Council shall elect Council members, If at any time in such circumstances there are no Council members or the Council members are incapacitated, an organizational member shall convene an extraordinary meeting of members to elect Council members.

5.4. *Diversity.* When electing Council members, Council shall have regard for diversity of disciplines and regions amongst the Council members.

5.5. *Representation.* No organizational member may have more than two of its employees or volunteers serve as members of Council.

5.6. *Removal of Council Members.* By resolution carried by a simple majority at a meeting of Council, a Council member may be removed from office.

5.7. *Council Meetings.* In addition to meetings in person and making resolutions in writing, as described in IFKF’s Charter, meetings of Council may take place by electronic means including teleconferencing and using an internet application.

5.8. *Duties and Powers of the Council.* In addition to the duties and powers of the Council described in the Foundation Charter, the Council shall:
(i) Provide leadership and direction to IFKF;

(ii) Facilitate communication among the members;

(iii) Select and remove all employees and agents of IFKF;

(iv) Prescribe such powers and duties for them as may not be inconsistent with law, or with the Foundation’s Charter and these Regulations;

(v) Determine their remuneration, and require from them security for faithful service as defined in a contract of employment or a service level agreement;

(vi) Inspect the Foundation’s accounts and records;

(vii) Set the amount of any membership fees or levy;

(viii) Remove such organizational and associate members from the membership of the Foundation for failure to pay membership fees or levies for a period that exceeds 12 months from the date of such membership fees becoming due.

5.8. Delegation of the Council’s Powers. The Council may delegate its powers, duties and obligations to one or more persons that need not be members of the Council as may be necessary for the administration of IFKF.

ARTICLE 6
OFFICERS

6.1. Election and Terms. The Council shall elect the officers from amongst the members of Council. The President-Elect and the Secretary-Treasurer are elected by Council from a list of candidates prepared by a Nominating Committee or by direct nomination from Council.

The President-Elect shall be elected two (2) years prior to completion of the President’s term for a two-year term.

The President shall serve a term of two (2) years. On completion of this two-year term, or if the President resigns in the meantime, the President-Elect will become President, and the former President will become Immediate Past-President.

The Immediate Past-President shall serve for a term of two (2) years.
The Secretary-Treasurer shall serve a two-year term. The Secretary-Treasurer may not serve concurrently as President. The Secretary-Treasurer shall not serve more than three consecutive two-year terms as Secretary-Treasurer.

6.2. Eligibility. An officer may serve on the Council as both officer and member of Council for a combined period not exceeding nine (9) consecutive years. A person, who at the time of election has been serving as an officer or member of Council for more than four consecutive years shall not be eligible for election as President-Elect.

6.3. Resignations and Vacancies. Any officer may resign at any time by giving written notice to the Council. Casual vacancies for officers shall be filled by the Council from amongst its members.

6.4. President’s Duties and Capacities. The President of the Council shall:

(i) Preside at Council meetings and meetings of members;

(ii) Represent IFKF

ARTICLE 7
SECRETARIAT

6.4. Secretariat. The Council shall have the power to appoint and remove a Secretariat on such terms as it sees fit and to vary these terms from time to time. The Secretariat shall attend to the administration of the IFKF.

ARTICLE 8
COMMITTEES

8.1. Formation and Powers. The Council may establish and delegate specific powers to committees consisting of such members as it deems fit. Any Committee so formed shall in the exercise of the powers thus delegated regulate its own business and conform to such parameters that may be imposed on it by the Council.

8.2. Nomination Committee. The Nominating Committee shall be appointed by the President with the approval of the Council and will be composed of five (5) members. It shall reflect the geographic diversity of IFKF and its Chair shall be a Past President of IFKF.

8.3. Duties of the Nomination Committee. The Nominating Committee shall submit to organizational members a list of candidates willing to serve as members of Council and to Council a list of candidates willing to serve as officers, who in the opinion of the Nominating Committee have the qualifications, skills and experience necessary to fulfill the responsibilities of the role for
which they are being nominated. The Nominating Committee’s lists shall be submitted to organizational members and Council no later than four weeks prior to the election date.

The Nominating Committee shall not nominate one of its own members as an officer or Council member.

**ARTICLE 9**

**BENEFICIARIES AND DISTRIBUTIONS**

9.1 The Beneficiaries are the organizational members of IFKF that have paid their membership dues in full.

9.2 No benefits, interests or assets shall be distributed to the Beneficiaries unless the Council or the organizational members decide to dissolve IFKF. Upon dissolution, all assets will be distributed in equal shares to IFKF’s Beneficiaries.

**ARTICLE 10**

**AMENDMENTS AND REVOCATION**

10.1. *Amendment and Revocation.* These Regulations shall be amended or revoked from time to time by majority of vote of Council.

**ARTICLE 11**

**FINANCES**

11.1. *Fiscal year.* The Foundation’s financial year shall be 1st January to 31st December.

11.2. *Annual Budget.* The Council shall adopt an annual budget and oversee IFKF’s finances.

11.3. *Audit.* The Foundation’s accounts shall be audited by a qualified auditor or accountant.

11.4. *Fundraising.* The Foundation may raise funds from its organizational members, may raise funds directly from individuals or groups in individual member countries with the permission and cooperation of the organizational members of that country, and may also raise funds from international organizations.

11.5. *Binding capacity.* Any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance or other instrument entered into by the Foundation shall be valid and binding on the Foundation only when signed in accordance with the authorized signatories policy approved by Council.

Done and Signed July 11th, 2014.
CHARLES KERNAHAN  
Council member

TIMUR ERK  
Council member

PAUL SHAY  
Council member

GUILLERMO GARCÍA GARCÍA  
Council member