



**REGULATIONS OF  
THE INTERNATIONAL FEDERATION OF KIDNEY FOUNDATIONS  
cum WORLD KIDNEY ALLIANCE**

**1 July 2020**

## **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 cum WORLD KIDNEY ALLIANCE (hereinafter “IFKF-WKA”).

## **ARTICLE 2**

### **VISION, MISSION, STRATEGY AND SCOPE STATEMENT**

#### *2.1. Vision.*

- Better kidney health for all.
- Better care for people affected by Kidney Disease or Kidney Failure.

#### *2.2. Mission.*

Leading a worldwide movement to

- promote better kidney health with primary, secondary and tertiary preventive measures.
- promote better treatment, care, quality of life, outcome and longevity for the patient with or at high risk for developing Kidney Disease or Kidney Failure.

#### *2.3. Strategy.*

- To establish an international community and a network for people and organizations who are committed to improving the health and care of people with or at high risk for developing Kidney Disease or Kidney Failure.
- To act as a global voice for issues related to Kidney Health.
- To partner with stakeholders and related organizations/ group worldwide.
- To co-design, co-product programs and projects with stakeholders.
- To share expertise, experience, knowledge and resource.
- To advocate and promote an effective, efficient and high-quality healthcare system

across the world for the care of patients with Kidney disease and Kidney failure

- To promote patient/people centred care.
- To promote patient engagement and empowerment.
- To promote education program across the world.
- To promote research into kidney disease and care of patient.
- To ensure IFKF-WKA is a reputable and trustworthy organization, with governance and effective management.
- To ensure the sustainability of IFKF-WKA,
- To raise fund to support the operation and programs of IFKF-WKA.

### **ARTICLE 3**

#### **MEMBERSHIP**

#### *3.1. Members.*

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

#### *3.2. Organizational Membership.*

Eligibility. To be eligible for organizational membership, an organization must be:

- (i) A local, regional or nation-wide Kidney foundation, Kidney patient group or kidney advocacy organization primarily committed to improving the health, care and well-being of individuals with kidney disease, as well as supporting and connecting patients with kidney disease;
- (ii) A non-profit/ charitable entity under the laws of their country of incorporation;
- (iii) Multidisciplinary, meaning that the entity should have among its membership: individuals from at least two of the following groups: medical practitioners/ physicians, nurses, dietitians, allied health, academics, researchers, social workers, people with kidney disease or kidney failure, care-partners including family members or caregivers of such patients, and people from the community at large who are interested in kidney advocacy;

### 3.3 *Affiliated Membership.*

Eligibility. To be eligible for affiliated membership, an organization must be:

- (i) A local, regional or nation-wide organization other than the above category, that is committed to improving the health, care and well-being of individuals with kidney disease or engaged in kidney health advocacy activities among others;
- (ii) Single or multidisciplinary.

### 3.4 *Associate Membership.*

Individual healthcare professional, academic, researcher, social worker, or a layperson involved with the provision, care, supporting or advocating for patients with Kidney disease or Kidney failure.

### 3.5 *Application for Organizational, affiliated and Associate Membership.*

An organization or an individual wishing to become a member must file an application with the Secretary of IFKF. A membership Committee shall approve or reject the application on the basis of the eligibility criteria set out in these regulations.

## **ARTICLE 4 MEETINGS OF MEMBERS**

### 4.1. *Meetings.*

The 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 and affiliated members shall be entitled to receive notice of, and appoint a representative to act on its behalf at the General and Extraordinary Meetings and have one vote each. Each of IFKF's associate member shall also be entitled to receive notice of, and attend the General and Extraordinary Meetings and is entitled to vote, which is counted as 1/10 of the organizational and affiliated members, unless they are a member of the IFKF Council, in which case they will have a full vote count.

Voting by organizational and affiliated members at meetings of members may be in person

or by proxy.

4.3. *Extraordinary meeting.*

On the written request of ten (10) organizational/affiliate members or three (3) council members to the President, the President shall call an extraordinary meeting of members. The President may call an Extraordinary meeting for discussion and endorsement of key operational issues.

4.4. *A quorum for General and Extraordinary meeting.*

35% of the organizational and affiliate members in attendance (in person or virtual) or by proxy.

**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 have not less than eleven (11) nor exceed fifteen (15) Council members, of which, not less than nine (9) and nor exceed thirteen (13) are organizational members, not less than one (1) nor exceed five (5) are affiliate members and not less than one (1) nor exceed five (5) are associate 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 two (2) years. No Council member, except officers, shall serve more than three (3) 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 or affiliated member may have more than two representatives serve as members of Council.

#### 5.6. *Removal of Council Members.*

By resolution carried by a two-thirds 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 employees as may not be inconsistent with law, or with the Foundation's Charter and these Regulations;
- (v) Determine for employees 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, affiliate and associate members from the membership of the Foundation for failure to pay membership fees or levies for a period of time that exceeds 12 months from the date of such membership fees becoming due.

5.9. *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 twelve (12) consecutive years.

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 the IFKF-WKA.

## **ARTICLE 7**

### **SECRETARIAT/ ADMINISTRATOR/ EXECUTIVE DIRECTOR**

7.1. The Council shall have the power to appoint and remove a Secretariat/ Administrator/ Executive Director on terms as it sees fit and to vary these terms from time to time. The Council shall also have the power to decide the salary/ remuneration of these position(s), which may also be Pro Bono.

## **ARTICLE 8**

### **OTHER POSITIONS AND APPOINTMENT**

8.1 The Council can appoint the following categories of position/ appointment

- (i) *Co-opted council member.* A person who will contribute to the operation of IFKF-WKA - such as a subject expert, a resource person, ex-President(s). The Co-opted member(s) are invited to join the Council meeting but has no voting rights. The appointment is for a term of 2 years, renewable for up to a total duration of 6 years.
- (ii) *Honorary Associate Member.* A person to be recognized for his/her contribution to IKFK, such as an ex-Council member. No membership fee. No voting right. The appointment is for a term of 2 years, renewable as appropriate.
- (iii) *Advisor.* A person who is a subject expert, or the experience to advise IKKF-WKA on the operation or specific matters. The appointment is for a term of 2 years, renewable for up to a total duration of 6 years.
- (iv) *Ambassador.* An international-renowned person who is willing to take up the role as



IFKF ambassador. The appointment is for a term of 2 years, renewable for up to a total duration of 6 years.

(v) *Patron*. An International-renowned person, public figure or from a prestige institution/organization. The appointment is for a term of 2 years, renewable as appropriate.

## **ARTICLE 9 COMMITTEES**

### *9.1 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.

### *9.2 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.

The Nominating Committee shall submit to organizational and affiliated 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 fulfil the responsibilities of the role for which they are being nominated.

The Nominating Committee shall also submit to the Council a list of suitable Co-opted council member, Honorary Associate Member, Advisor, Ambassador and Patron for consideration.

The Nominating Committee's lists shall make the submission 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.

9.3. *Membership Committee.*

The Membership 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. The Membership Committee shall vet the application for organizational and affiliated membership and submit the list of the acceptable member to the Council for endorsement.

**ARTICLE 10**  
**BENEFICIARIES AND DISTRIBUTIONS**

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

10.2. 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 11**  
**AMENDMENTS AND REVOCATION**

11.1. *Amendment and Revocation.*

These Regulations shall be amended or revoked from time to time by two-thirds vote of General Assembly.

**ARTICLE 12 FINANCES**

12.1 *Fiscal year.*

The Foundation's financial year shall be 1st January to 31st December.

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

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

12.4. *Fundraising.*

The Foundation may raise fund to support the operation and the programs of IKFK-WKA, from its members, as well as from other individuals, organizations, institutions, corporations and philanthropists from around the world. It can be in the format of donation or sponsorship. It must be made without any conflict of interest. The donation/sponsorship to be acknowledged accordingly.

12.5. *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.

**Prepared by Dr. SF Lui, Ms. Latha A Kumaraswami and Kam Kalantar-Zadeh MD  
Endorsed by Extra-General Meeting (virtual ZOOM meeting) held on 1 July 2020.**

**Done and Signed: 1 July 2020**