

RULES OF ASSOCIATION

The UK Kidney Association

June 2021

Rules of Association

Defined terms

In the Rules, unless the context requires otherwise:

“Articles” means the Articles of Association;

“Association” means the UK Kidney Association (UKKA), the trading name of the company intended to be regulated by these Rules;

“Chair” and “Co-Chair” means the joint chairperson of a special interest group or committee, sought from within the Membership;

“Committee” means a committee (or a specific committee of the Association where the context provides) of the Association appointed in accordance with the Rules;

“Core Structures” means the key supporting structures of the Association that serve the whole organisation and report to the Operational Leadership Group via the Chief Executive Officer (CEO);

“Executive Council” means the Council of the Association comprising elected members, chairs of the professional groups, clinical and academic affairs committees and representatives of the operational leadership group elected and appointed in accordance with the relevant terms of reference

“Honorary Secretary” means a Trustee of the Association who has been designated with this position;

“Operational Leadership Group” means the group that provide leadership to the Core Structures. Comprising but not limited to: the existing presidents; vice presidents: paediatric, academic, clinical, senior employees of the organisation i.e. chief executive officer, finance lead, communications officer and the UK Renal Registry head of operations;

“Patient and Carer council” means the group that represents kidney patients;

“President” means the trustee who is elected in accordance with Article 47.1 and functionally referred to as the President RA;

"President BRS" means the trustee who is appointed under Article 47.5;

“President(s)” means and/or the President RA or President BRS;

“Professional Groups” are a grouping of members with a common professional interest within UKKA;

“Special Interest Group” means a constituted group that leads on a specialty area of kidney care, to ensure that UK renal professionals are supported to deliver best practice and to provide a structure for effective leadership;

“Trustees” mean the Trustees of the Association from time to time elected and appointed in accordance with the Articles and who serve on the Trustee Board;

1. The Association has a multi-disciplinary membership comprising members or associates:
 - 1.1 Members are healthcare professionals who work in the field of care of patients with kidney disease and are in good standing and have paid a membership fee to the UKKA based on self-declared income. The level of the membership fees will be set by the trustees from time to time. Associates are organisations that have an individual organisational membership of the UKKA
 - 1.2 Overseas members are persons who would be eligible for membership in the normal way, but whose main place of work is located outside the United Kingdom.
 - 1.3 Honorary members of the Association are persons of distinction who have significantly contributed to the objects of the Association and have been elected by the Executive Council.
2. Members may join the Association providing their application is made via the Association's website and the applicable membership fee paid. The names of all applicants are recommended by the Governance and Nominations Committee and approved by the trustees. Resignations should be sent electronically or in writing.
3. Membership is collected on an annual rolling basis. Members pay each year the appropriate annual subscription and are required to maintain their membership profile on the Association's website. For members who pay by direct debit, their annual subscription is automatically collected on an annual basis and members who pay by credit card are required to log into their profile and pay their fee online. Membership should be paid at the end of the membership term for the following year. Any member who has not renewed their membership after six months following the end of their membership, is suspended. Honorary members of the Association are not required to pay a membership fee.
4. The Association obeys all common law and data protection legislation and ensures all members data it holds is processed in line with its privacy statement.
5. All members of the Association must be of good standing and it is incumbent on any member to inform the trustees via the honorary secretary of any material reason why this may not be the case or any reason that may cause disrepute to the Association.
 - 5.1 Any officer, committee chair or member representing the Association as consultees of national bodies or giving the Association's named lectures at conference must inform the Association's trustees in a timely manner should their good standing be put into question. This would include, but not exclusively, involvement in criminal or fitness to practice hearings.
6. The governance of the Association is conducted by the trustees of the Association. Trustees are elected or appointed as provided for in the Articles of the Association.
7. All trustees are required to be bound by the internal policy and procedure for declaring conflicts of interest which are assessed by the Governance and Nominations Committee and appropriate actions are agreed which could include: managing the conflict or eliminating the conflict.
8. Upon cessation of being a trustee, the remaining trustees reserve the right to invite the individual to continue to participate in trustee meetings as a non-voting, observer.
9. Any two members of the Association may propose a member for the office of president, as defined in Article 47.1 in writing to the honorary secretary. The president normally chairs meetings of the trustees, the Council and general meetings, but in her or his absence another trustee shall substitute.

10. In the event of incapacity or resignation (or removal from office by virtue of losing their office as trustee) of a serving president, a fresh presidential election is called expeditiously. Another trustee, decided by the trustees, assumes the duties of president until an election has taken place. It would not be usual or expected for this 'inter-regnum' to last for more than three months. The trustees would have the responsibility to monitor this period closely and should discuss any issues regularly to ensure due process and progress. In either scenario above, the duties of the trustee who is acting as president is devolved as deemed appropriate by the remaining trustees.
11. No candidate shall canvass for votes directly or indirectly for Membership, or any office, distinction, advancement or promotion in the Association, except as may be expressly permitted by the trustees.
12. In any matters concerning interpretation of the Rules, the decision rests with the trustees, who also decide any matters concerning the Association which are not covered by the Rules and/or the Articles. The trustees have the power to alter and/or repeal the Rules as provided for in the Articles.
13. The trustees have the authority to delegate responsibility to individuals, special interest groups and committees in order to deliver on the Objects of the Association. These individuals will have a clear role description which is available to any member via the website. Every group and committee has clear terms of reference available to any member.
14. The trustees publish on the website a clear diagram showing all committees and governance structures including an Executive Council. The Executive Council, chaired by the president(s), is a representative body, which is deliberative and focused on policy, supporting the trustees in the governance of the Association.
15. There is a Governance and Nominations Committee, chaired by the past president(s), including at least two members of the Trustee Board. In the event of there not being a past president, the Trustees will nominate a suitable trustee as Chair. The committee oversees the development of all governance and nominations structures, systems and processes and advises on organisational development to ensure the Association is well governed and representative of the diversity of its membership.
16. There is a Finance and Risk Committee, chaired by the honorary treasurer, including two members of the Trustee Board. The committee is responsible for advising the trustees on financial and risk issues and supporting the chief executive officer in the delivery of strategic and business plans. Members of this committee are also advised on remuneration.
17. The Association sets up funds including investment accounts and designated and funds in line with its Articles and charity commission rules as directed by the trustees.
18. There is a Patient and Carer Council that advises the trustees on strategic decisions relating to patient care. The council will consist of representation of the major patient charities and a number of patients from across the UK who have applied for the position and been supported by their renal unit. The chair will be elected from within the committee and approved by the trustees.
19. There is an Equality Diversity and Inclusion Committee, chaired by an appointed member and approved by the trustees. The committee oversees the fair representation of the membership across the whole organisation in developing or identifying advice and best practice and education programmes to ensure that equal opportunities is at the centre of the Association.

20. There is a Professional Groups Committee, chaired by the president(s). The committee will ensure the voice of individual professional groups has strong representation within the UKKA. It will report back on work being undertaken within individual professional groups identifying synergies and opportunities for cross working. It will receive reports from other key committees and groups within the UKKA to ensure all professionals are aware of the broader activities and can contribute as appropriate.
21. There is an Academic Affairs Committee, co-chaired by the academic vice presidents. It comprises of the chairs of the academic committees, at least three members of the Trustee Board including the academic vice presidents and the president as ex-officio, at least one elected member of the Council and appropriate professional representation. The committee delivers on the Association's strategic direction and reports to the trustees on laboratory and translational science, rare diseases, data research, international and education matters relevant to the Association ensuring governance of all subcommittees and consults with Special Interest Groups and the Executive Council for guidance on specific topics.
22. There is a Clinical Affairs Committee, co-chaired by the clinical vice presidents. It comprises of the chairs of all clinical committees, at least three members of the Trustee Board including the clinical vice presidents and president as ex-officio, at least one elected member of the Executive Council and appropriate professional representation. The committee delivers on clinical aspects of the Association's strategic direction and reports to the trustees on patient information, workforce, clinical practice guidelines, clinical matters relevant to the Association, ensuring governance of all subcommittees and consults with Special Interest Groups and the Executive Council for guidance on specific topics.
23. There is a Paediatric Affairs Committee, chaired by the paediatric vice president and comprises the paediatric representatives. The committee delivers on aspects of the Association's strategic direction and reports to the trustees on all aspects related to paediatrics relevant to the Association.