

# ST GEORGE'S KIDNEY PATIENTS ASSOCIATION (SGKPA) CONSTITUTION

Registered Charity No: 1021655.

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## 1 Interpretation and general

### In this document

**"AGM"** shall mean Annual General Meeting of Members;

**"Charity Commission"** shall mean The Charity Commission of England and Wales

**"Charity Trustee"** shall mean Committee Member for the time being;

**"Clause"** shall mean any clause set out in this Constitution;

**"Clear Days"** shall mean in relation to a period of notice excluding the day when the notice is given or deemed to be given and the day for which it is given on which it is to take effect;

**"Committee"** shall mean the Committee responsible for the management of SGKPA;

**"Committee Member"** shall mean member elected at General meeting of SGKPA to be on the Committee;

**"Constitution"** shall mean this document which is the constitution of St George's Kidney Patients Association also known as SGKPA;

**"Family"** shall mean the spouse, parents, children, grandchildren and siblings of the Patient Member;

**"Financial Year"** shall mean the 12 months from 1 January to 31 December of each calendar year.

**"Member"** shall mean as set out in Clause 7.1;

**"Nominated Charity Trustee"** shall mean the Committee Member who is included in the Annual Return to the Charity Commission in England and Wales as Trustee of SGKPA

**"Officers"** shall mean as set out in Clauses 11.1 to 11.3;

**"SGKPA"** shall mean St George's Kidney Patients Association.

**"St George's"** shall mean St George's Hospital, a teaching hospital in Tooting, London whose address is Blackshaw Road, Tooting, London SW17 0QT, and its successors

Words denoting the singular shall include the plural and vice versa and words denoting the masculine gender shall include the feminine and neuter genders and vice versa.

## 2. Name and registration details

2.1 Name: St George's Kidney Patients Association (SGKPA).

2.2 Registered Charity No: 1021655.

2.3 Her Majesty Revenue and Custom (HMRC) reference: XR36148.

### **3. Principal address and Business address**

3.1 The Principal address shall be St George's Hospital, Blackshaw Road, Tooting, London SW17 0QT, United Kingdom.

3.2 The Business addresses shall be determined by the Committee from time to time and shall be published in SGKPA's website. If no Business addresses are determined by the Committee the Principal address shall be the Business Address.

### **4. Objects**

4.1 To further the welfare, interests and support of renal patients;

4.2 To promote knowledge and education of renal and related diseases;

4.3 To raise funds and donations to finance the activities of SGKPA;

4.4 To contribute to the purchase of medical and other equipment for treatment and welfare of renal patients;

4.5 Deposit or invest funds or other property of SGKPA to be held in the name of nominee(s) in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and

4.6 To undertake any activities other than trading activities in furtherance of the above objects that comply with the requirements of the Charity Commission of England and Wales and Her Majesty Revenue and Custom (HMRC).

### **5 Powers**

5.1 SGKPA has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

5.2 Raise funds. In doing so, SGKPA must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

5.3 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.4 Sell, lease or otherwise dispose of all or any part of the property belonging to SGKPA. In exercising this power, the SGKPA must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

5.5 Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.6 Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.7 Deposit or invest funds, employ a professional fund-manager and arrange for the investments or other property of SGKPA to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5.8 Provide indemnity insurance for the Committee Members in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **6 Application of income and property**

6.1 The income and property of SGKPA shall be applied solely towards the promotion of the objects.

6.2 A Committee Member is entitled to be reimbursed from the property of SGKPA or may pay out of such property reasonable expenses properly incurred by the Committee Member when acting on behalf of the charity.

## **7. Member and Votes**

7.1 The following are eligible to be a Member of SGKPA:

- a. Patient registered as a renal patient at St George's.
- b. Family of (a) above. Each Patient shall have a maximum of two members of the Family or such numbers of members of family as the Committee may decide from time to time to be a Member of SGKPA.
- c. Any person who for the time being works at the renal unit/department of St George's.
- d. Any person who supports the objects of SGKPA and pays an annual subscription of £10 or such amount as may be determined by the Committee.

7.2 An eligible person from any of the above categories set out in 7.1 must register their details as set out in Appendix 1 (Registration details to be a Member of SGKPA) to be a Member of SGKPA and the effective date of membership is from the date the Registration details were accepted by the Committee.

7.3 The Registration details in Appendix 1 may be changed by the Committee from time to time. Any changes in the Registration details shall not invalidate any person's membership of SGKPA where that person's details were registered on a date prior to the date when changes were made.

7.4 Voting and Non-Voting Member

7.4.1 A Voting Member is a Member who has included his email address in his Registration details as a Member and has notified SGKPA should he change his email address. All communications from SGKPA to Voting Members shall be by emails. SGKPA may also communicate with Voting Members by post.

7.4.2 All other members are Non-voting Members.

7.4.3 Only Voting Members shall receive notices of general meetings and related documents, any other notices, Financial Statements and communications by email from SGKPA.

7.5 Every Voting Member shall have one vote each.

7.6 A Voting Member shall have the right to appoint a proxy to vote on any matters that are put to vote at the general meeting. The procedure for a Voting Member to appoint a proxy, the contents of the proxy notice and the delivery of the proxy are set out in Appendix 2.

7.7 Apart from voting rights, rights to receive communications from SGKPA as set out in 7.4.3 and appointment or election to be a Committee Member, all members have the same rights and obligations.

7.8 Every Member who is present at a General Meeting shall be entitled to speak at the General Meeting.

## **8. General Meetings**

8.1 SGKPA shall hold a general meeting of Members in every calendar year as its AGM at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it provided that every AGM shall be held not more than eighteen months after holding the last preceding AGM and that every AGM shall be held not less than eight months after holding the last preceding AGM.

8.2 The purposes of the AGM are:

- a. To receive from the Committee a report of the activities of SGKPA for the Financial Year ended immediately before the date of the AGM.
- b. To receive from the Honorary Treasurer audited financial statements consisting of Balance Sheet as at 31 December immediately before the date of the AGM, Income and Expenditure Account for the Financial Year ended immediately before the date of the AGM and accompanying notes where appropriate to the financial statements.
- c. To elect Committee Members in accordance with this Constitution.
- d. To elect or re-elect the Honorary Auditor.
- e. To transact any business set out in the notice of the AGM.

8.3 All general meetings of Members, other than the AGM, shall be called general meetings.

8.4 The Committee may whenever they think fit convene a general meeting setting out the business of the general meeting.

8.5 A general meeting shall also be convened on requisition signed by not less than 25 Voting Members of which 75% of the 25 Voting Members must be Voting Members from categories (a) and (b) set out in clause 7.1

- 8.6 Each Voting Member signing the requisition for a general meeting must set out their names and addresses, and email addresses in legible block letters and the business of the general meeting.
- 8.7 Failure to comply with 8.6 above shall render the signatures invalid for the purpose of requisitioning a general meeting.
- 8.8 A general meeting shall only consider the business for which the general meeting is convened.
- 8.9 A general meeting requisitioned by Voting Members in accordance with Clause 8.5 above shall be convened by the Committee within 45 days of the date of receipt of the signed request from Voting Members.
- 8.10 An AGM and general meeting shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is agreed by seventy per cent (70%) of Committee Members except for a general meeting where the business is to consider winding up SGKPA where at least 21 Clear Days' notice is required.
- 8.11 All notices of general meetings shall:
- a. Specify the time and place of the meeting and the general nature of the business to be transacted and, the case of an AGM, shall specify the meeting as such.
  - b. Be sent to all Voting Members and Committee Members, displayed in SGKPA's website and in such locations, which must include St. George's, as the Committee decides.
- 8.12 The accidental omission to give notice of a meeting, or the non-receipt of such notice by any person entitled to receive notice, shall not invalidate any proceedings at that meeting.
- 9 Proceedings at General Meetings**
- 9.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds. A quorum shall consist of 25 Voting Members present.
- 9.2 If within one hour from the time appointed for holding a general meeting a quorum is not present, the meeting if convened on the requisition of Voting Members shall be dissolved. In any other case it shall stand adjourned to the same day next week, at the same time and place, or at such other place as the Committee may determine with the quorum of one.
- 9.3 The Chairman (if any) of the Committee shall preside as Chairman at every general meeting unless the Chairman present appoints another Voting Member at the meeting to be the Chairman of that meeting. If there is no Chairman of the Committee, the Committee shall appoint by majority one of its Members to be the Chairman of a general meeting. If no Chairman is present within 15 minutes of the time appointed for the meeting, Voting Members present shall appoint by majority one of their Voting Members to be Chairman of that meeting.
- 9.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to

place, but no business shall be transacted at the adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. The adjourned meeting shall take place within 30 days of the date of the meeting from which the adjournment took place.

- 9.5 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll, before or upon the declaration of the result of the show of hands, is demanded by the Chairman or at least 5 Voting Members present, and unless a poll is so demanded a declaration by the Chairman of the meeting that a motion is carried, or carried unanimously or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand of a poll may be withdrawn.
- 9.6 If a poll is demanded it shall be taken at such time or place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 9.7 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 9.8 In the case of an equality of votes, whether on show of hands or on a poll, the Chairman of a meeting shall be entitled to a second or casting vote.
- 9.9 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **10 Election and appointment of Committee Members and Charity Trustees**

- 10.1 All Committee Members are Charity Trustees
- 10.2 Until otherwise determined by a general meeting, the number of Committee Members shall not be less than 5 or more than 15 of whom at least 75 % or a number closest to 75% are Voting Patient Members, Voting Family Members and Medical Members.
- 10.3 Only Voting Members are eligible to be a Committee Member.
- 10.4 The Committee may from time to time and at any time appoint any Voting Member as a Committee Member either to fill a casual vacancy or by way of addition to the committee provided that the prescribed maximum is not exceeded and provided 75% or a number closest to 75% of Committee Members, including the Committee Member to be appointed under this Clause, are Voting Patient Members, Voting Family Members and Medical Members. Any person so appointed under this Clause shall retain his office until the next AGM, but he shall then be eligible for re-election in accordance with Clause 10.5
- 10.5 At every AGM one third or the number nearest to one third of the Committee Members for the time being (other than those eligible for re-election under Clause 10.4) shall retire from office by rotation. The retirement by rotation pursuant to this Clause shall be done in such a way as to ensure that the current Chairman and Secretary shall not retire at the same time.

- 10.6 The Committee Members to retire under Clause 10.5 shall be those who have been longest in office since their last election or appointment. For the purpose of determining which Committee Member shall retire under the rotation provisions in Clause 10.5, as between Committee Members of equal seniority, the Committee Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Committee Member has been in office shall be computed from his last election or appointment. A retiring Committee Member shall be eligible for re-election unless he indicates that he does not wish to stand for re-election.
- 10.7 SGKPA may, at the meeting at which a Committee Member retires in the manner as set out above, and is not re-appointed to fill up the vacated office, by electing a Voting Member, and in default the retiring Committee Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Committee Member shall have been put to the meeting and lost.
- 10.8 No Voting Member not being a Committee Member retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to the Committee at any general meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Voting Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such Voting Member for election, and also notice in writing, signed by the Voting Member to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall not be less than ten days.
- 10.9 SGKPA may from time to time in general meeting increase or reduce the number of Committee Members, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 10.10 The Committee may by a vote of majority at a meeting of the Committee or by a written resolution signed by the majority of Committee Members remove any Committee Member before the expiration of his period of office.

## **11 Officers of the Committee and Nominated Charity Trustees**

- 11.1 The Officers of the Committee shall consist of:
- a. The Chairman
  - b. The Vice Chairman
  - c. The Honorary Secretary
  - d. The Honorary Treasurer
- 11.2 The Officers shall be elected by the Committee at the first meeting of the Committee following the AGM and shall serve until the first meeting of the following AGM.
- 11.3 All Officers are Nominated Charity Trustees.



## **12 Powers of the Committee**

- 12.1 The Committee shall manage the business of SGKPA and may exercise all the powers of SGKPA unless they are subject to any restrictions imposed by the Charity Commission.
- 12.2 No alteration of the Constitution or any resolution shall have retrospective effect to invalidate any prior act of the Committee.
- 12.3 The Committee may appoint any Committee Member to a designated role such as Deputy Secretary or Deputy Treasurer or Membership Secretary or such title as deemed appropriate by the Committee for a specific period.
- 12.4 The Committee may from time to time make such reasonable and proper policies and rules as they may deem necessary or expedient for the proper conduct and management of SGKPA, but such policies and rules must not be inconsistent with any provision of this Constitution. Copies of any such policies and rules currently in force must be made available to any member of SGKPA on request.
- 12.5 The Committee, at its sole discretion, may by majority vote to appoint a President and Patrons of SGKPA. A person to be appointed President should be an individual who has made exceptional contribution to the development and progress of SGKPA. Persons to be appointed Patrons should be individuals who had made or who are making or who have the capacity to make outstanding contribution to the renal unit at St George's and/or to SGKPA.
- 12.6 The Committee, at its sole discretion, may by majority vote require a Committee Member to resign if such Committee Member has not attended 3 consecutive meetings of the Committee for no good reasons.
- 12.7 Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

## **13 Proceedings of the Committee**

- 13.1 The Committee may regulate its proceedings as it thinks fit, subject to the provisions of this Constitution.
- 13.2 The Committee shall meet at least four times in each Financial year at such time and place as may be determined by the Committee, and a meeting shall be held not more than three months after the last preceding meeting.
- 13.3 The Secretary, failing which the Chairman or such Committee Member as requested by the Chairman, shall send the notice of meeting by email to all Committee Members six Clear Days before the date of the meeting setting out the time, date and place of the meeting and an agenda setting out the general nature of the business to be transacted.
- 13.4 Any Committee Member may call a meeting of the Committee.
- 13.5 The Secretary or the Chairman shall call a meeting of the Committee if requested to do so by a Committee Member by email setting out the business of the meeting, and such meeting shall be convened within 21 days following the 7<sup>th</sup> day from the date of receipt of the request

for the meeting, and the notice convening the meeting stating the time, date, place and business of the meeting shall be sent by email to every Committee Member at their email addresses.

- 13.6 No business shall be transacted at any meeting of the Committee unless a quorum is present when the meeting proceeds. A quorum shall consist of 3 Committee Members or the number nearest to one third of the total number of Committee Members whichever is greater.
- 13.7 A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member has a material interest or there may be a conflict of interest as determined by the majority of the Committee Members present excluding the Committee Member to be considered to be not counted as a quorum.
- 13.8 Each member of the Committee shall have one vote. Questions arising at a meeting shall be decided by a majority of votes.
- 13.9 In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 3.10 Decisions made by emails or such suitable electronic means by the majority of the total number of Committee Members shall be deemed to be the same as decisions made at a quorate meeting of the Committee.
- 13.11 A resolution in writing or in electronic form agreed by all of the Committee Members entitled to receive notice of a meeting of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 13.12 If the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Members or Member may act only for the purpose of filling vacancies or of calling a General Meeting.
- 13.13 The Chairman of the Committee shall preside as Chairman at every meeting of the Committee unless the Chairman present appoints another Member at the meeting to be the Chairman of that meeting. If there is no Chairman of the Committee or if the Chairman is not present within 15 minutes of the time appointed for the meeting, the Committee shall appoint by majority one of its member to be the Chairman of the meeting.

## **14 Declaration and conflict of interests**

- 14.1 A Committee Member who is a renal patient shall and is entitled to enjoy all the benefits provided by SGKPA to members who are renal patients but shall not be entitled to any benefits from SGKPA that are not available to all members.
- 14.2 A Committee Member shall disclose to the Committee all and any matters where there could be a conflict of interest between the Committee Member and SGKPA.

14.3 A Committee Member must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with SGKPA or in any transaction or arrangement entered into by SGKPA which has not previously been declared.

14.4 A Committee Member shall not have a vote when any decision is made about a matter upon which that Committee Member has a material interest or a conflict of interest as determined by a majority of the Committee Members present excluding that Committee Member.

## **15 Remuneration of and payments to Committee Members**

15.1 Committee Members shall not be entitled to any remuneration of any kind and shall not receive payments in any form from SGKPA for their services to SGKPA and to any other parties.

15.2 Committee Members are entitled to reimbursements by SGKPA for any expenditure, supported by appropriate documents, incurred solely for the benefit of SGKPA.

15.3 A Committee Member may benefit from trustee indemnity insurance cover purchased at SGKPA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **16 Records of meetings**

16.1 The Committee must keep minutes of all appointments of officers made by the Committee.

16.2 The Committee must keep minutes of all proceedings at general meetings of SGKPA.

16.3 The Committee must keep minutes of all meetings of the Committee including:

- a. The names of the Committee Members present at the meeting;
- b. The decisions made at the Committee Meetings; and
- c. Where appropriate the reasons for the decisions.

## **17 Accounts and audit**

17.1 The Committee shall keep and maintain accounting books and records of all income and expenditure, and all assets and liabilities, supported by appropriate documentary evidence, of SGKPA.

17.2 For each Financial Year the Committee shall prepare a report and financial statements to comply with the requirements of the Charity Commission.

17.3 The financial statements are to be audited.

17.4 The report of the auditor is to state whether proper books and records have been kept by SGKPA and whether the financial statements, consisting of the Income and Expenditure Account and the Balance Sheet, are in accordance with the books and records.

17.5 The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounting books and records of SGKPA or any of them shall be open to the inspection of Members not being Committee Members of

SGKPA, and no Member (not being a Committee Member) shall have any right of inspecting any accounting books and records or other book or document of SGKPA except as authorised by the Committee or by the Members in general meeting.

## **18 Annual Report and Return to, and Register of, the Charity Commission**

18.1 The Committee must comply with the requirements of the Charities Act 2011 with regard to the:

- a. Transmission of a copy of the Financial Statements of SGKPA to the Charity Commission;
- b. Preparation of an Annual Report and the transmission of a copy of it to the Charity Commission;

18.2 The Committee must notify the Charity Commission within 5 working days of any changes to SGKPA's entry on the Central Register of Charities.

## **19 Amendment of Constitution**

19.1 This Constitution can only be amended by resolution passed by a 75% majority of votes cast at a general meeting of the Voting Members of SGKPA.

19.2 Any alteration of the Objects (clause 4), Voluntary winding up (clause 22), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Committee Members or members of SGKPA or persons connected with them, requires the prior written consent of the Charity Commission.

19.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 shall be valid.

19.4 A copy of any resolution altering the Constitution, together with a copy of SGKPA's Constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **20 Notices**

20.1 A notice may be served by SGKPA upon any Member, either by electronic mail to the email address notified by the Member, personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address in the register of Members.

20.2 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and proving such service it shall be sufficient to prove the letter containing the notice was properly addressed and posted as a prepaid first class letter. Any notice sent by electronic mail shall be deemed to have been served upon transmission.

## **21 Indemnity and insurance**

21.1 Subject to 21.2, but without prejudice to any indemnity to which a Committee Member is otherwise entitled:

- (i) Each Committee Member shall be indemnified out of SGKPA assets against all costs, charges, losses, expenses and liabilities incurred by him as a Committee Member in the actual or purported execution and/or discharge of his duties, or in relation to them, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a Committee Member, relief from liability for negligence, default, breach of duty or breach of trust in relation to SGKPA affairs, and
  - (ii) SGKPA shall provide any Committee Member with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in 21.1 (i) and otherwise may take any action to enable any such Committee Member to avoid incurring such expenditure.
- 21.2 This clause does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of law and any such indemnity is limited accordingly.
- 21.3 The Committee may decide to purchase and maintain insurance, at the expense of SGKPA, for the benefit of any Committee Member in respect of any relevant loss.
- 21.4 In 21.3 relevant loss means any loss or liability which has been or may be incurred by a Committee Member in connection with that Committee Member's duties or powers in relation to SGKPA.
- 22 Voluntary winding up**
- 22.1 SGKPA may be wind up by resolution of its Voting Members. Any decision by the Voting members to wind up can only be made:
- a. At a general meeting called specifically to wind up SGKPA.
  - b. By a resolution passed by a 75% majority of those present Voting Members voting.
  - c. Subject to the payment of all SGKPA's debts:
- 22.2 Any resolution for the winding up of SGKPA may contain a provision directing how any remaining assets of SGKPA shall be applied:
- a. If the resolution does not contain such a provision, the Committee must decide how any remaining assets of SGKPA shall be applied.
  - b. The remaining assets must be applied for charitable purposes the same as or similar to those of SGKPA.
- 22.3 The Committee must inform the Charity Commission of the winding up of SGKPA within 14 days of passing the winding up resolution and send to the Charity Commission:
- a. Application to be removed from the register of Charities;
  - b. A copy of the resolution passed by the Members of SGKPA;

- c. A declaration by the Committee that any debts and other liabilities of SGKPA have been settled or otherwise provided for in full; and
- d. A statement by the Committee setting out the way in which any property of SGKPA has been or is to be applied prior to its winding up in accordance with this Constitution.

22.4 The Committee must ensure that a copy of the application is sent within seven days to every member who has registered email addresses with the Committee, every employee (if any) of SGKPA, and to any Committee Member who was not privy to the application.

22.5 The Committee must inform Her Majesty Revenue and Custom of the winding up of SGKPA within 14 days of passing the winding up resolution.

22.6 If SGKPA is to be wound up or dissolved in any other circumstances, Clauses 22.1 to 22.5 must apply.

**23 Governing law and jurisdiction**

This constitution and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this constitution or their subject matter or adoption shall be governed by and construed in accordance with English law and shall be subject to the jurisdiction of English courts.

# ST GEORGE'S KIDNEY PATIENTS ASSOCIATION (SGKPA) CONSTITUTION

Registered Charity No: 1021655.

## Appendix 1

### Registration details to be a Member of SGKPA

Please complete below each of the 7 headings in legible BLOCK letters except for item 7 which must be completed in upper and lower cases as applicable

1	Family name
2	First and middle names
3	Address (Post Code is essential)
4	Telephone number (landline)
5	Mobile number
6	Type of member (OR Please strike off – draw a line across – the categories below that do NOT apply).
6.1	Renal patient registered at St George's OR
6.2	Father/mother/husband/wife/daughter/son/granddaughter/grandson/brother/ sister of renal patient registered at St George's OR
6.3	Staff of Renal unit/department at St George's OR
6.4	Supporter of SGKPA
7	Email address (must be completed to qualify to be a Voting Member)

By completing the above, signing and dating below I confirm that I wish to be registered as a Voting or Non-Voting Member of SGKPA. I authorise SGKPA to keep the above information on its record and to communicate with me by any means on all matters relating to my membership of SGKPA in accordance with General Data Protection Regulation.

Signed:

Dated:

Completed form should be:

Scanned and email to: [info@skgpa.org.uk](mailto:info@skgpa.org.uk); OR

Post to: The Chairman, SGKPA, The Renal Unit, St George's Hospital, Blackshaw Road, London SW17 0QT

**Appendix 2**

**Proxy**

- 1 Subject to the provisions of this constitution, a Voting Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a general meeting.
- 2 Proxies may only validly be appointed by a notice in writing ("proxy notice") which:
  - 2.1 states the name and address of the Voting Member appointing the proxy;
  - 2.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
  - 2.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
  - 2.4 is delivered to SGKPA in accordance with the constitution and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate and received by the SGKPA:
    - (i) subject to paragraph 2.4 (ii) and 2.4(iii) in the case of a general meeting or adjourned meeting, not less than forty-eight hours before the time for the holding the meeting or adjourned meeting at which the right to vote is to be exercised;
    - (ii) in the case of a poll taken more than forty-eight hours after it is demanded, after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
    - (iii) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, at the time at which the poll was demanded or twenty-four hours before the time appointed for the taking of the poll, whichever is the later,and a proxy notice which is not delivered and received in such manner shall be invalid.
- 3 SGKPA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions and the proxy is obliged to vote or abstain from voting in accordance with the specific instructions. However, SGKPA is not obliged to check whether proxy votes or abstains from voting as he has been instructed and shall incur no liability for failing to do so. Failure by a proxy to vote or abstain from voting as instructed at a meeting shall not invalidate proceedings at that meeting.
- 5 Unless a proxy notice indicates otherwise, it must be treated as:
  - 5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.



- 6 A Voting Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to SGKPA by or on behalf of that Voting Member.
- 7 An appointment under a proxy notice may be revoked by delivering to SGKPA a notice in writing given by or on behalf of the Voting Member by whom or on whose behalf the proxy notice was given.
- 8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 9 If a proxy notice is not executed by the Voting Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Draft 10 May 2018