



The Irish Kidney Association CLG
Company Limited by Guarantee

NOTICE OF 2020 ANNUAL GENERAL MEETING



The **Annual General Meeting** of the **Irish Kidney Association CLG (IKA)** will be held on **Saturday 19th September 2020** at **2pm** at **Donor House, Park West, Dublin 12, P5V6** via a Zoom meeting online. **Please Note:** due to the restrictions on physical gatherings because of COVID-19, physical presence at the meeting will be strictly limited to the minimum so as to comply with the Regulations and will not therefore be possible for the general membership to physically attend. Consequently the AGM will be a virtual meeting by Zoom. Those members of the IKA planning to join the meeting by Zoom are required to notify their intention to take part and to register for the meeting at www.ika.ie/agm. **Registration closes at midnight on Tuesday 15th September.**

AGM AGENDA

1. **Minutes of last Annual General Meeting – National Honorary Secretary.**
2. **Approval and adoption of the Annual Accounts (available on www.ika.ie/agm) for the year ended 31st December 2019 – National Honorary Treasurer**
3. **Appointment of Auditors and authorisation of the Directors to fix the Auditor's remuneration.**
4. **National Honorary Chairman's Report.**
5. **Chief Executive's Report.**
6. **To consider, and if thought fit, to pass the following as a special resolution:**
Motion:
That the draft amended Constitution of the Association presented to the meeting by the Chairman be and is hereby adopted as the Constitution of the Association in substitution for the existing Memorandum and Articles of Association of the Association.
7. **AOB**

Notes

In accordance with the requirements of the Charity Regulator's Governance Code, a review of the Association's Constitution, i.e. the Memorandum and Articles of Association, has been undertaken, and the Board has prepared a revised Constitution comprising various changes proposed in order to bring it up to date. The proposed changes have been approved by the Charities Regulator, and the Board unanimously recommends the changes to the members. The principal proposed changes are as follows:

1. Clauses 7, 10, and 11 in the Memorandum have been replaced by new wording as required by the Charities Regulator to modernise the Memorandum wording.
2. Article 9 in the Articles is revised to provide that the election of the National honorary officers – Chairman, Secretary and Treasurer – every second year, would change from being an election by the votes of the members to being an election by the Board of Directors, a change which would require the deletion of the original Article 33 which provides for election by the members.
3. Article 15 is amplified to confirm the legality of the Board conducting virtual meetings.
4. There are a number of minor punctuation and grammatical corrections throughout.

The complete set of all changes are available – in redline form (showing the changes as compared to the existing Memorandum and Articles of Association) and in clean form (incorporating those changes) – to view and print from the IKA website www.ika.ie/agm and if you would prefer you can request a printed copy of all the AGM papers from Head Office.

The adoption of the revised Constitution requires a vote of the members. All renal patient members have one vote. All ordinary members of at least 3 years standing have one vote. All members eligible to vote can proxy their vote to another member who must attend the AGM via Zoom to cast their votes and the votes proxied to them.

Because the AGM is a virtual meeting, thereby making it impossible to carry out the voting in the normal way, the Chairman of the Association proposes to call a poll by way of a postal vote on the adoption of the new draft Constitution to replace the current constitution. This will require the adjournment of the AGM after item 7 AOB.

After point 6 has been discussed at the AGM, those registered and present at the AGM zoom meeting will be sent either by email or post, a voting card and further voting cards for the amount of valid proxies that they hold. These completed voting cards must be returned to Head Office by Monday 28th September. The adjourned AGM will reconvene on Wednesday 30th September at 2pm and the concluding business of the meeting will be conducted – namely the result of the poll on the adoption of the revised Constitution.

We recommend that you check out the link below on how to Use Zoom for Virtual Meetings:

<https://www.boardmatch.ie/content/how-use-zoom-virtual-meetings>