



SUMMARY OF PROPOSED CONSTITUTIONAL CHANGES

This document summarises the changes to the IKA Constitution proposed by the National Board. The IKA membership will be asked to approve these changes at the AGM on 4 July 2026. The full text of the proposed IKA Constitution (with all changes highlighted) is available to read in full at ika.ie/AGM

The first three changes are proposed to implement the IKA's Futureproofing Project. The Futureproofing Project has two pillars: establishing the Member Forum and restructuring the Board, with a transition period to ensure stability and continuity. These changes are vital to meet our obligations under the Charities Governance Code, improve Board operations, and prioritise the patient voice. Separating membership representation from governance also allows both functions to operate more effectively and efficiently.

Topic	Summary of the Change	Why Change is Necessary	What Will Change in Practice if Approved
Member Forum	Formally recognises the Member Forum in the Constitution	To safeguard our Member Forum, ensuring the patient voice is prioritised	The Forum can only be disbanded by a vote of the IKA membership at an AGM or EGM
New Board Structure	Restructures the Board and introduces a new election model	A smaller, skills-based Board aligns with best practice and regulator guidance	The Board will have 11 directors, with fixed-term appointments from the Member Forum & Board
Transition Period	Provides for a temporary governance arrangement while moving to the new Board structure	A careful transition is needed to maintain stability & continuity, with new and current Board members working side by side for a defined period	An interim Board will operate for a defined period while the new structure is implemented. Details will be set out in a Special Resolution

For further information, please see the supplementary documentation on our website at [IKA.ie/AGM](https://ika.ie/AGM)

As part of the project, the Board also reviewed the entire Constitution and, with input from our Legal Counsel, now proposes the following additional changes to ensure the Constitution streamlines processes, and aligns with Charities Regulator recommendations

Topic	Summary of the Change	Why Change is Necessary	What Will Change in Practice
Charities Objects	Expands our 'object' or purpose to include people <u>likely to be</u> affected by end-stage kidney disease	To better reflect the IKA's work and to allow us to look at the prevention of kidney disease	The charity can formally support people earlier in their kidney care journey and have more impact in our advocacy and campaign work
Membership: Cessation of Membership	Clarifies that membership will automatically cease upon a member's death	Currently, the Constitution does not clearly state that membership ends on death	This will allow us to ensure our records stay up to date and to protect bereaved families from unnecessary correspondence
Membership: How to Apply	Allows membership applications to be submitted electronically or by other suitable methods	Paper-only applications are outdated and inefficient for both applicants and IKA staff	Members will be able to apply to join the IKA online or by alternative methods, making the process quicker, more accessible and more efficient for all
Membership: Board Role in Approving Members	Removes the need for Board approval of every new member while maintaining Board oversight	Board approval of each individual applicant is impractical and is not reflective of how membership operates today	Membership will begin once processed. The Board will be notified and have the right to refuse membership if this is not in the best interests of the IKA
Associate Members	Removes 'Associate Members'	This membership does not exist in practice	Constitution will only refer to membership types that exist

Topic	Summary of the Change	Why Change is Necessary	What Will Change in Practice
Ordinary (Non-Patient) Members	Non-patient members can vote or hold branch officer or MF Rep role after one year. Today, they wait three years to vote, with no restriction on holding such a role	To allow non-patient members to vote after one year, and to ensure non-patient members holding senior roles have sufficient experience of the IKA	‘Ordinary’ (non-patient) members must have one year’s membership before voting or holding Branch or Board roles
Removal of Directors and Branch Officers	Updates how directors and Branch officers can be removed to align with guidance from Charities Regulator	Current rules don’t fully reflect that directors & officers should act in best interest of IKA	Directors can be removed by vote at AGM/EGM and Branch Officers by the Board following fair procedures
Employees as Directors	Restricts employees and recent former employees from serving as Board Directors	To protect good governance and avoid conflicts between staff and Board roles	Employees cannot be directors, and former employees must wait three years
Advisory Committee / Committees	Simplifies Board committees operations. Removes references to inactive Committees	To allow flexibility in running Board committees. We don’t use an Advisory Committee.	Committees operate under Board-approved Terms of Reference. Advisory Committee is removed
Non-Material Changes	Improves clarity and consistency by correcting language, refining definitions and removing minor errors	To improve clarity, consistency and readability so the Constitution is easy for members to understand.	Please refer to the full text of the proposed IKA Constitution at IKA.ie/AGM for details