

**CONSTITUTION**

**THE NATIONAL KIDNEY FOUNDATION OF MALAYSIA**

**CLAUSE 1 NAME**

(1) The Association shall be known as

**THE NATIONAL KIDNEY FOUNDATION OF MALAYSIA**

Hereinafter referred to as "**the Association**".

(2) Meaning of name :

(3) Level : **Kebangsaan**

**CLAUSE 2 ADDRESS**

1. The registered address is

**NO. 70, JALAN 14/29,  
46100 PETALING JAYA  
SELANGOR**

or at such other place as may from time to time be decided by the Committee; and the postal address is

**NO. 70, JALAN 14/29,  
46100 PETALING JAYA  
SELANGOR**

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

**CLAUSE 3 AIMS AND OBJECTIVES**

3.1 The Foundation shall be a charitable organization and it shall not be conducted for profit or gain and no part of its net earnings shall inure to the benefit of any individual, firm or corporation.

**OBJECTS**

3.2 The general purpose of the Foundation shall be to:

(a) develop a co-ordinated citizens voluntary movement to work towards the



SALINAN YANG BENAR BAGI DOKUMEN ASAL / SEBAHAGIANNYA  
1  
NURULAFZAN BT SAHIDIN  
Pendaftar Pertubuhan  
Selangor  
3/3/15

improved care and treatment of those suffering from kidney disease;

(b) promote improved methods and services in research, prevention, detection, diagnosis and treatment of kidney diseases;

(c) promote the donation and transplantation of kidneys; and

(d) promote the general well being of those suffering from kidney diseases; and

(e) develop the financial means to support the objects and operations of the Foundation;

(f) to develop, provide, organise and conduct educational and medical training programmes and courses relating to kidney healthcare and diseases for the purpose of enhancing and promoting the objectives of the Foundation.

3.3 In pursuit of these objectives, the activities of the Foundation shall be to:

(a) Establish and operate programmes rendering service to persons suffering from kidney diseases, including but not limited to dialysis centres operated by the Foundation, its subsidiary corporations or other form of entities controlled by the Foundation;

(b) Co-operate/co-ordinate/liaise with Government and non-governmental agencies in services for persons suffering from kidney diseases;

(c) Encourage and promote research in the prevention, diagnosis, causes and treatment of kidney diseases;

(d) Collect, compile and disseminate information regarding causes, prevention, research programmes and available aids to combat kidney disease;

(e) To purchase, take on lease, rent, acquire and own property for use of the Foundation in line with its above mentioned object.

(f) To carry on a vigorous public education programme within this field including campaigning for kidney donations;

(g) Campaign for, receive, invest and hold funds, gifts, bequests and endowments, and apply the proceeds thereof to any of the purposes herein described; and

(h) Recommend local and federal legislation as well as guidelines intended to assist and improve:

(i) Services for those suffering from these diseases; and

(ii) Research programmes related to these diseases.



(i) The Foundation subject to prior approval of the Board of Governors and the Board of Directors shall undertake to invest its financial resources as interest bearing deposits in licensed banks or to invest in investment grade instruments or stocks in any territory. All the monies and the benefits received due to involvement in such investments or any activities shall solely be used to continue, improve and carry out the objectives of the Foundation.

## CLAUSE 4 MEMBERSHIP

4.1 Membership of the Foundation shall be open to any person above the age of 18 years irrespective of race, sex or religious belief, who is ordinary resident in Malaysia and is interested in the objectives of the Foundation.

4.2 Membership shall be divided into the following categories:

(a) Associate Member

Any person who pays a subscription of RM10.00 a year shall be eligible to become an Associate Member without voting rights and be voted at any general meeting of the Foundation.

(b) Ordinary Member

Any person who pays a subscription of RM50.00 a year shall be eligible to become an Ordinary Member of the Foundation.

(c) Life Member

Any individual who pays a one-time subscription of RM500.00 to the Foundation shall be eligible to become a Life Member of the Foundation.

(d) Foundation Fellow

Any individual who pays a one-time subscription of RM5,000.00 or more to the Foundation shall be eligible to become a Foundation Fellow.

(e) Corporate Fellow

Any firm, institution or corporate body which pays an annual subscription of RM10,000.00 per year shall be eligible to become a Corporate Fellow of the Foundation.

(f) Honorary Member

Honorary Membership shall consist of such persons as shall be elected to such membership by the Board of Directors of the Foundation.

(g) The Foundation may accept affiliation from other organizations which are



lawfully registered with the Registrar of Societies and if these organizations have objectives similar to that of the Foundation. The affiliate may appoint one representative to take part in the activities but shall not have the rights to vote and to hold office.

4.3 Applications for membership shall be made on such form or forms as may be prescribed by the Board of Directors from time to time. It shall be the right and duty of the Board of Directors to consider and, if satisfied, approve such applications.

## **CLAUSE 5 RESIGNATION & TERMINATION**

5.1 Any member of the Board of Directors absenting himself from three meetings consecutively without satisfactory explanation may be deemed by the Board of Directors to have withdrawn from the Board and a successor may be co-opted by the Board to serve until the next annual general meeting.

## **CLAUSE 6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

6.1 The Board of Directors of the Foundation shall decide the amount of the subscription and other dues payable from time to time. Change in subscription may only be put into effect after the approval of the majority of the Ordinary and Corporate Members has been obtained at a general meeting or by post and after the Registrar of Societies has been given the reasons for and approved such changes.

6.2 Annual subscriptions shall be payable in advance in January of each year. New members joining after January of each year may be allowed a reduced subscription calculated on the basis of the remaining months of membership within the first calendar year.

6.3 Members in arrears may be called upon by the Hon. Treasurer to settle their dues. If such members still fail to settle their arrears within three months of the due date, the Board of Directors may decide to cancel membership or to suspend membership until the accounts are settled.

## **CLAUSE 7 DELEGATES MEETING**

7.1 The management of the Foundation shall be vested in the general meetings of the Ordinary Members, Life Members and the Corporate and Foundation Fellows presided over by the President of the Board of Governors or in his absence, the Chairman of the Board of Directors.

7.2 The quorum for a general meeting shall be double the number of members of the Board of Directors. In the event of there being no quorum, the meeting shall be adjourned for half an hour, after which, those present shall be considered a quorum



except that they shall have no power to alter, amend or make additions to the existing constitution.

7.3 The annual general meeting shall be held during the month of April or soon after, so that not more than fifteen (15) months shall lapse between any two annual general meetings.

7.4 Extraordinary general meetings may be called by the President or the Chairman of the Board of Directors. In addition, an extraordinary general meeting may be called by order of the Board of Directors or upon a joint requisition in writing from not less than one quarter of the total Ordinary, Life Members, Corporate and Foundation Membership.

7.5 At least four weeks' notice shall be given for an annual general meeting and at least fifteen days' notice for an extraordinary general meeting, such notice to be issued together with particulars of the agenda for such meeting.

7.6 The following items shall be included in the agenda of every annual general meeting:

- (a) Report of the Board of Directors;
- (b) The audited accounts of the Foundation for the previous financial year;
- (c) The proposed budget of the Foundation for the coming financial year;
- (d) Election of officers of the Board of Directors who retire in accordance with Clauses 8.10 - 8.15 and the Auditor for the following year.

7.7 Other items on the agenda of an annual general meeting shall be included by the Board of Directors at its discretion except that any Ordinary Member, Life Member, Foundation or Corporate Fellow wishing to place an item on the agenda may do so provided he gives at least two week's notice to the Hon. Secretary before the date of the meeting.

7.8 Voting rights at general meetings shall be confined to Ordinary Members, Life Members, Corporate and Foundation Fellows, except that members of less than six months standing or an employee with the Foundation shall not be entitled to vote nor nominate

any member for office. Corporate Members shall be entitled to send one representative each to the general meetings. Such representatives shall be duly accredited in writing by each Corporate Member and such corporate representative form duly witnessed by a Commissioner for Oaths and the corporate representative shall have one vote each.

## CLAUSE 8 CENTRAL COMMITTEE

### 8.1 BOARD OF DIRECTORS OF THE FOUNDATION



8.2 The Board of Directors shall consist of Ten (10) Elected Directors, Three (3) Nominated Directors and Two (2) Co-opted Directors who will be elected or appointed in the following manners:

(i) The Ten (10) Elected Directors, comprising of a Chairman, 2 Vice-Chairman, an Honorary Secretary, an Honorary Treasurer and 5 Ordinary Board members shall be elected at the Annual General Meeting of the Foundation convened in accordance to Clause 7.1 of the Constitution and shall be elected by the members of the Foundation. The Elected Directors shall have voting rights and shall hold office for a period of two (2) years and shall be eligible for re-election and in rotation pursuant to Clauses 8.10 - 8.15 of the Constitution.

(ii) The Three (3) Nominated Directors shall have no voting rights and shall be appointed by the Board of Directors from the candidates nominated by each of the following organisations:

(a) One (1) nominee from the Rotary Club of Petaling Jaya;

(b) One (1) nominee from the Malaysia Society of Nephrology; and

(c) One (1) nominee from the Associates of Dialysis Medical Assistants and Nurses. They shall hold office during the terms of the office at the current Board of Directors.

(iii) The Two (2) Co-opted Directors shall have no voting rights and shall be appointed by the Board of Directors. They shall hold office during the terms of office of the current Board of Directors.

8.3 No person, not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless he, or some other member intending to propose him, has at least seven (7) clear days and not more than fourteen (14) days before the meeting, left at the registered office of the Foundation and addressed to the Honorary Secretary a notice in writing duly signed, signifying his candidature for the office, and the intention of such member to propose him. However, any person who is an agent, supplier or who is pecuniarily involved in the activities of the Foundation which may be construed as a conflict of interest, shall not be eligible to be nominated.

8.4 The Board of Directors meetings shall be held as often as may be required, but not less than once every two months. For the purpose of Clause 8.3, a person involved in related party transactions of the Foundation shall so declare his interest and not participate further in the proceedings of any Board meeting.

8.5 The Chairman of the Board of Directors shall chair all meetings of the Board of Directors and shall have a casting vote in the event of a tie. In the absence of the Chairman one of the Vice-Chairman shall be elected to deputise for him. No person shall be elected Chairman unless he has served as a director of the Board of Directors for at least two (2) years.

8.6 The quorum for a Board of Directors meeting shall be one third of the membership. Members of the Board of Governors who wish to attend any Board of Directors meeting may do so, but may not vote at the meeting.

8.7 The duty of the Board of Directors shall be to decide on policy of the Foundation and to organize and supervise the day-to-day activities of the Foundation and to



make decisions on matters affecting the running of the Foundation when the general meeting is not sitting and may employ personnel by contracts of service or full-time or part-time employment to assist it in its duties. It may not act contrary to the expressed wishes of the general meeting without prior reference to it and always remains subordinate to the general meeting.

8.8 The Board of Directors shall establish such committees as it deems fit to conduct the affairs of the Foundation. The Chairperson of each committee shall be a member of either the Board of Governors or Board of Directors, but he or she may not chair more than one committee.

8.9 The Board of Directors has power to authorize the expenditure of any sum of money from the Foundation's funds for the Foundation's purposes subject to such limits imposed in the budget approved at the annual general meeting and any expenditure in excess of the budget shall have the express approval of the Board of Governors.

8.10 Vacancies occurring in any office within the Board of Directors before the annual general meeting may be filled by the Board by election among the Board of Directors members or by co-option from outside the Board or both.

8.11 At every annual general meeting one-half of the Board of Directors, or if, their number is not a multiple of two then the number nearest to but not exceeding one-half shall retire from office and be eligible for re-election.

8.12 The one-half or other nearest number to retire as aforesaid at the first annual general meeting shall, unless the Directors agree among themselves, be determined by lot; but in every subsequent year the one-half or other nearest number, who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them, be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

8.13 The Foundation in annual general meeting, at which any Directors retire in manner aforesaid may fill up the vacated offices by electing a like number of persons to be Directors and without notice in that behalf may fill up any other vacancies.

8.14 If at any annual general meeting at which an election of Directors ought to take place, the place of any Director retiring by rotation is not filled up, he shall, if willing, continue in office until the annual general meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting to reduce the number of Directors in office.

8.15 Subject to the provisions of any agreement for the time being subsisting, the Foundation may by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another



qualified person in his stead; the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

## **CLAUSE 9 DUTIES OF OFFICE BEARERS**

9.1 The duties of the office-bearers of the Foundation shall be as follows:-

(a) The President of the Board of Governors of the Foundation shall act as Chairman at all general meetings and at meetings of the Board of Governors.

(b) The Deputy President shall assist the President and deputise for him in the latter's absence.

(c) The Vice Presidents shall assist the Deputy President in performing his duties and deputise for him in the latter's absence.

(d) The Chairman of the Board of Directors of the Foundation shall act as Chairman at all meetings of the Board of Directors.

(e) The Vice Chairmen shall assist the Chairman in performing his duties and deputise for him in the latter's absence.

(f) The Hon. Secretary shall be responsible for keeping all records, except financial of the Foundation and shall be responsible for their correctness. He will ensure that proper minutes of all general meetings and meetings of the Board of Directors are kept. The Board of Directors may appoint a secretariat firm to assist the Hon. Secretary in carrying out its functions.

(g) The Hon. Treasurer shall be responsible for the safe keeping of all funds and the collections and disbursement of all moneys on behalf of the Foundation and shall ensure the keeping of and account of all monetary transactions and shall be responsible for their correctness. He is authorized to expend on behalf of the Foundation RM1,000 per month for petty expenses, money in excess will be deposited in a bank to be advised by the Board of Directors. The Board of Directors may appoint a firm of accountants to assist the Hon. Treasurer in carrying out his functions.

## **CLAUSE 10 FINANCIAL PROVISIONS**

10.1 The financial year of the Foundation shall be from 1st January to 31st December of each year.

10.2 Cheques, etc, for withdrawals from the bank approved as the Foundation's bankers by the Board of Directors shall be signed by any two members of the Board of Directors. Provided always that if the sum in a single cheque exceeds RM500,000.00, the disbursement of the cheque must be deferred for 1 month





whereupon the Board of Directors must give the President at least 1 month's notice of such intended payment and its purpose, prior to disbursing or delivering the cheque to its intended recipient. In the event the President determines that the issuance of the intended cheque is not in accordance with the budget or issued for an improper purpose, the President if he deems expedient shall call an Emergency General Meeting of Members to decide on the matter. This provision shall not be applicable in the event that the cheque or remittance is for internal transfer purposes between accounts within the Foundation.

## **CLAUSE 11 AUDIT**

11.1 The annual general meeting shall appoint a firm of auditors to audit the accounts of the Foundation.

## **CLAUSE 12 PROPERTY ADMINISTRATORS / TRUSTEES**

### **12.1 BOARD OF GOVERNORS OF THE FOUNDATION**

12.2 There shall be a Board of Governors of the Foundation consisting of the following membership :-

- a) A President;
- b) A Deputy President;
- c) 2 Vice Presidents;
- d) The Chairman of the Board of Directors;
- e) The Hon. Secretary of the Board of Directors who shall also serve as secretary of the Board of Governors;
- f) The Hon. Treasurer of the Board of Directors who shall also serve as treasurer of the Board of Governors.
- g) Eight (8) Other Governors.

12.3 Apart from the Chairman of the Board of Directors, the Hon. Secretary and the Hon. Treasurer, whom all three shall be elected at the annual general meeting, nomination to the Board of Governors of the Foundation shall be by special invitation made by the Board of Directors and the term of service shall be for a fixed period of office of 4 years from the date of acceptance of the letter of appointment, whereupon expiry of the aforesaid 4 year term, that respective member of the Board of Governors shall automatically retire.

12.4 The Board of Governors, chaired by the President shall meet at least once a year and its duties shall be to provide oversight, advice and counsel to the Foundation and to assist the Board of Directors in the furtherance of the objects of the Foundation. The Board of Governors shall regulate its own proceedings, but shall have no ostensible authority to bind the Foundation.

12.5 The quorum for a meeting of the Board of Governors shall be one third of its membership.



(a) The Board of Governors shall appoint a Board of Trustees comprising three of its members and shall appoint one of them as the Chairman. No sale of immovable property of the Foundation shall be made without the prior approval of the Board of Governors. The Board of Trustees may also from time to time oversee and advise the Board of Directors generally in all matters relating to the immovable properties of the Foundation. The Board of Trustees shall follow the rules of meeting as those followed by the Board of Governors.

## CLAUSE 13 **DISSOLUTION**

13.1 (a) The Foundation shall not be dissolved, except with the consent of not less than three-fifth of the Ordinary Members, Life Members, Foundation and Corporate Fellows of the Foundation expressed, either in person or proxy at a general meeting convened for the purpose, or by postal vote;

(b) In the event of the Foundation being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Foundation shall be fully discharged, and the remaining funds will be handed to the Malaysian Government for distribution to such social service organizations taking care of the sick, as they deem fit;

(c) Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies.

## CLAUSE 14 **ESTABLISHMENT AND DISSOLUTION OF BRANCHES**

### 14.1 BRANCHES / AFFILIATION

14.2 The Foundation may establish a branch in each state of Malaysia or separate region of a state. Each branch shall be organized in the name of National Kidney Foundation of Malaysia with the name of the particular branch expressed in parenthesis after the word Foundation.

### 14.3 FORMATION AND DISSOLUTION OF BRANCH

14.4 (a) The Board of Directors shall allow the formation of Branch in areas where there are fifteen (15) or more voting members. Written approval from the Registrar of Societies should be obtained before the formation.

(b) The Board of Directors can dissolve a Branch:

(i) If the number of members, for six consecutive months become less than fifteen (15); OR

(ii) If the Branch infringes the rules and regulations of the Foundation or decisions of the Board of Directors, or, if the Board of Directors feel the Branch has done anything that is deemed to have damaged the Foundation.



(c) The decision to dissolve a Branch must be made through a majority vote at the Board of Directors meeting, on condition that before a decision is made based on 14.4(b)(ii), the branch concerned must be given notice 30 days before the date of the meeting and be given a fair chance to explain whatever accusations.

(d) The order to dissolve must be signed by the Secretary of the Board of Directors. Upon receipt of the order the Branch ceases to function, except pertaining to matters regarding the order. Any Branch that is not satisfied with the order, can give written notice to the Secretary of the Board of Directors within 30 days of receiving the order, make an appeal at the Annual General Meeting. Even though an appeal has been made, the order to dissolve remains effective until a decision to cancel it is made and in such a situation, the Board of Directors can appoint a Management Committee consisting of members to run the affairs of the branch until the appeal is heard.

(e) If a branch is closed based on 14.4(b)(i) above, then the Board of Directors will transfer the members to the nearest branch and, if the branch is closed based on 14.4(b)(ii) above, then the members cease to be members of the Branch.

(f) It is the responsibility of the Chairman, Secretary and Treasurer of the Branch to submit to the Secretary of the Board of Directors all documents, records, monies and other properties of the branch from the date the last statement was sent until the date of the dissolution.

(g) If members of a branch decided to leave the Foundation, the officials of the branch will immediately handover to the secretary all documents, records, monies and all assets of the Foundation and prepare and submit written statement of accounts to the Secretary as required in 14.4(f).

## **CLAUSE 15 GENERAL MEETING OF BRANCH**

15.1 (a) The Branch Annual General Meeting shall be held not later than 30 days after receiving the notice of the main Annual General Meeting so that notice regarding time, place and date of the said meeting shall be sent out.

(b) The Agenda of the Branch Annual general Meeting shall be:

(i) To discuss the Branch Treasurer's report and the Audited Branch's accounts for the previous year.

(ii) Elect its representative in the Annual General Meeting for the following year.

(iii) Elect Branch committee and Branch Auditors for the following year.

(iv) Matters arising.

(c) Secretary of the Branch shall send the notice of Branch Annual general Meeting to all members at least 21 days before the date of the meeting. The notice shall



explain the date, time and place of the meeting and inviting proposals to be discussed and nominations for election at the meetings.

(d) Nominations for electing the officials and proposals to be discussed at the meeting must reach the Branch secretary not later than 7 days before the date of the meeting.

(e) The Branch Secretary shall send to all the members, 7 days before the Branch Annual general Meeting is held, and Agenda, a copy of notice of meeting, reports and accounts that has been audited for the previous year. Copies of the letters shall also be made available at the Branch office to be read by members.

(f) At least half of the members of the Branch have the right to vote or double the number of Branch Committee Members, whichever is less, shall be present at the Branch Annual General Meeting to have a full quorum.

(g) If there is no quorum after half an hour from the time determined for the meeting, then the meeting shall be postponed, to another date that shall be determined by the Branch Committee, and if there is still no quorum half an hour after the time set for the postponed meeting, then the members will have the right to carry on the meeting but no powers to make decisions concerning all members.

(h) A Branch Extraordinary General Meeting shall be held:

(i) At the instruction of the Board of Directors;

(ii) When the Branch Committee feels it is important to have, or

(iii) Upon the written request of not less than half of the voting members of the Branch giving reasons for the meeting to be held.

(i) The Branch Extraordinary General Meeting shall be held upon the request by the members shall be held in fifteen (15) days after receiving the request.

## CLAUSE 16 COMMITTEE OF BRANCH

16.1 (a) The office bearers of the Branch and every officer holding executive functions in the Branch shall be Malaysian citizens.

(b) A Branch Committee consisting of the following, who shall be termed the office bearers of the Branch, shall be selected at each Branch Annual General Meeting. The branch office bearers shall consist of:

(i) Branch Chairman

(ii) Branch Vice Chairman

(iii) Branch Secretary

(iv) Branch Treasurer

(v) A minimum of three and not more than five ordinary committee members.



(c) The Chairman or his representative shall represent the branch at the Annual General Meeting.

(d) Names for the above officers shall be proposed and seconded and election will be by a simple majority vote of the members at the Branch annual general meeting. All the office bearers except the Branch Treasurer shall be eligible for re-election each year.

(e) The duties of the Branch Committee shall be to manage the affairs of the Branch in accordance with the Rules of the Foundation and the instructions of the Board of Directors and the Annual general Meeting. It shall meet at least once a quarter by giving at least 5 days notice in advance and one-half of its members shall form a quorum. The Branch Secretary shall forward a copy of the minutes of each meeting to the Foundation Secretary not later than fourteen (14) days after the meeting.

## CLAUSE 17 DUTIES OF BRANCH OFFICE

17.1 (a) The Branch Chairman in his term shall chair all Branch Annual General Meeting and all Branch Committee Meetings and shall be responsible to make sure the meeting is conducted properly. The Branch Chairman has the casting vote and shall sign all minutes of meeting that have been approved.

(b) The Deputy Chairman of the Branch shall act as the Branch Chairman in the absence of the Branch Chairman.

(c) The Branch Secretary shall carry out the functions of the Branch in accordance with the laws and carry out the instructions of the Branch Annual General Meeting and the Branch Committee. The Branch Secretary has the responsibility to take care of all correspondence and to keep all books, letters and notices except accounts and financial statements. The Branch Secretary shall be present at all Branch Committee Meetings and take the minutes.

(d) The Branch Treasurer has the responsibility regarding all financial matters of the Branch. The Treasurer shall prepare and keep the accounts regarding all financial matters of the Branch and shall be responsible for its accuracy.

(e) The Branch Ordinary Committee Members shall assist the Branch Committee in carrying out whatever duties determined by the Branch Committee.

## CLAUSE 18 BRANCH FINANCIAL

18.1 (a) All monies collected at the Main Office and Branch Offices belongs to the Foundation.

(b) The Annual General Meeting shall decide from time to time the percentage of



tithes and offerings that shall be kept in the Branch account, and shall decide the type of expenses requiring monies kept by the Branch.

(c) Every Branch Treasurer shall submit to the Treasurer of the Main Committee before the 15th of every month the tithes and offerings above the percentage approved to be kept at the Branch.

(d) Every Branch Treasurer shall submit to the Treasurer of the Main Committee before the 15th of every month a statement of Receipts and Payments for the previous month.

(e) All monies of the Branch shall be kept in an account in the bank and it shall be managed jointly by the Branch Chairman, Branch Treasurer and Branch Secretary. The Branch Treasurer is allowed to keep as petty cash not more than RM500.00 at any one time. For expenses above RM500.00 at any one time cannot be done without the approval of the Branch Committee and for expenses less than RM500.00 at any one time can be approved by the Branch Chairman together with the Branch Secretary and the Branch Treasurer.

(f) All monies, books and other properties of the Foundation being held by any Branch that has been dissolved shall be sent immediately by the Branch Secretary to the Secretary of the Board of Directors together with the statement of accounts as explained in Article 14.4(f) and (g).

#### **CLAUSE 19 GENERAL PROVISIONS REGARDING BRANCH**

19.1 (a) For special matters not mentioned in this constitution regarding the administration of Branches, the law concerning administration by the Foundation shall be followed as far as possible.

(b) The management and control of each branch shall be under the general supervision of the Foundation and shall be as far as possible conform to a uniform set of regulations as set out in the Rules of the Foundation.

#### **CLAUSE 20 AMENDMENTS OF RULES**

20.1 No alternations or additions to these rules shall be made except at a general meeting, and they shall not come into force without the prior sanction of the Registrar of Societies. Any alterations or additions to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

#### **CLAUSE 21 INTERPRETATION**

21.1 In the event of any question or matter arising out of any point which is not expressly provided for in the rules, the Board of Directors shall have power to use



its own discretion.

## CLAUSE 22 PROHIBITIONS

- (a) The Foundation shall not be involved in any immoral or illegal activity.
- (b) The funds of the Foundation shall not be used to pay the fines of members who have been convicted in Court.
- (c) The Foundation shall not hold any lottery, whether confined to its members or not, in the name of the Foundation or its office-bearers, Board of Directors or members except for the purposes of collecting funds for the promotion of welfare and other social services for which a proper license has been obtained.
- (d) The Foundation shall not indulge in any political activity or allow its funds and / or premises to be used for political purposes.

## CLAUSE 23 FLAG, SYMBOL AND BADGE

### 1. Flag

-  
Description :  
-

### 2. Symbol



Description :

The symbol of the Foundation shall be the facsimile of a kidney in black or colour and the letter NKF in white.

### 3. Badge

-  
Description :  
-

## CLAUSE 24 SCIENTIFIC ADVISORY BOARD

### SCIENTIFIC ADVISORY BOARD

24.1 A Scientific Advisory Board comprising professional persons interested in the field of kidney disease may be formed by the Board of Directors for the purpose of providing expert advice and guidance to the Board of Directors.



24.2 Nomination to the Scientific Advisory Board shall be by invitation by the Board of Directors and shall be for such periods as may be decided by the Board of Directors.

24.3 The Chairman of the Scientific Advisory Board may be a member of the Board of Directors or a person co-opted from outside the Board of Directors. In the latter event, the Chairman of the Scientific Advisory Board shall be invited to attend all meetings of the Board of Directors, ex-officio, but without voting rights.

24.4 The Scientific Advisory Board shall consider and advise the Board of Directors on such matters as may be referred to it from time to time. In addition, the Scientific Advisory Board shall tender such advice as it may deem fit to the Board of Directors from time to time.

## **CLAUSE 25 AFFILIATION**

25.1 Any organization providing dialysis services may apply for membership as a satellite unit or an affiliated centre. Each application shall be made to the Board of Directors and approved on such terms and conditions as the Board may prescribe. All members shall indemnify the Foundation and shall sign an agreement to abide by the guidelines specified by the Foundation.

## **CLAUSE 26 PATRON**

26.1 The Board of Governors shall at their discretion invite any person of national eminence and distinction to become a patron of the Foundation.

