



High Blood Pressure Research Council of Australia Inc.

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## **STATEMENT OF PURPOSES**

1. The name of the proposed incorporated association is the High Blood Pressure Research Council of Australia Incorporated
2. The purpose which the proposed incorporated association is established is to advance knowledge and exchange information about any aspect of High Blood Pressure.



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### RULES

#### NAME

1. The name of the incorporated association is The High Blood Pressure Research Council of Australia Incorporated (in these rules called "the Council")
2. (1) In these rules, unless the contrary intention appears:
  - "Committee" means the Executive Committee of the Council.
  - "Financial year" means the year ending on 30 June.
  - "General Meeting" means a general meeting of members convened in accordance with rule 11.
  - "Member" means a member of the Council.
  - "Ordinary Member of the Committee" means a member of the committee who is not an officer of the Council under rule 21.
  - "The Act" means the *Associations Incorporation Act 1981*.
  - "The Regulations" means regulations under the Act.
- (2) In these rules, a reference to the secretary of a Council is a reference:
  - (a) where a person holds office under these Rules as secretary of the Council – to that person; and
  - (b) in any other case, to the public officer of the Council.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

#### APPLICATION FOR MEMBERSHIP

3. (1) Ordinary membership of the Council will be open to persons who have demonstrated continuing activity in some aspects of hypertension research.
- (2) A natural person who is nominated and approved for membership as provided in these rules is eligible to be an ordinary member of the Council on payment of the annual subscription payable under these rules.
- (3) A person who is not a member of the Council at the time of the incorporation of the Council (or who was such a member at the time but ceased to be a member) shall not be admitted to membership:
  - (a) unless he/she is nominated as provided in the sub-clause (4); and
  - (b) his/her admission as a member is approved by the committee.



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- (4) A nomination of a person for membership of the Council:
  - (a) shall be made in writing by two members of the council and lodged with the secretary of the council;
  - (b) shall be accompanied by the curriculum vitae of the nominee and letters of support from the two nominating members.
  - (c) if a bona-fide student need only be accompanied by a completed application form and endorsement of a council member
- (5) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Membership Subcommittee.
- (6) Upon a nomination being referred to the Membership Subcommittee, a recommendation to approve or to reject the nomination will be made to the Committee which will then make the final decision relating to the nomination.
- (7) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he/she is approved for membership of the Council and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- (8) The secretary shall, upon payment of the amounts referred to in sub-clause (6) within this period referred to in that sub-clause, enter the nominee's name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Council.
- (9) A right, privilege, or obligation of a person by reason of his/her membership of the Council:
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his/her membership whether by death or resignation or otherwise.
- (10) Honorary Life Membership may be conferred by a decision of the annual general meeting on the recommendation of the Committee. Honorary Life Members will not be required to pay the annual subscription.

### **RESIGNATION AND EXPULSION OF A MEMBER**

4. (1) A member of the Council who has paid all moneys due and payable by him/her to the council may resign from the Council by first giving one month's notice in writing to the secretary of his/her intention to resign and upon expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.



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5. (1) Subject to these rules, the Committee may by resolution:
- (a) expel a member from the Council;
  - (b) suspend a member from membership of the Council for a specified period; or
  - (c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member:
    - (i) has refused or neglected to comply with these rules; or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.
- (2) A resolution of the Committee under sub-clause (1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after service on the member of the notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Council under this clause does not take effect unless the Council confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice.
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he/she may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he/she wishes to appeal to the Council in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:
- (a) shall give to member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and



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- (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3), he/she shall notify the Committee and the Committee shall convene a general meeting of the Council to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Council convened under sub-clause (5):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the decision should be confirmed or revoked.
- (7) If at the general meeting:
  - (a) two-thirds of the members vote in person or by proxy in favor of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked

### **DISPUTES AND MEDIATION**

- 6. (1) This rule applies to disputes between:
  - (a) a member and another member, or
  - (b) a member and the Council
- (2) The parties in dispute must meet and discuss the matter and if possible resolve the dispute within 14 days after the dispute comes to the attention of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties, or
  - (b) in the absence of an agreement:
    - (i) if the dispute is between a member and another member, a person must be appointed by the Committee, or



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- (ii) if the dispute is between a member and the Council, a person must be appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Council can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation must:
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance to the Act or otherwise at law.

### **ANNUAL GENERAL MEETING**

- 7. (1) The Council shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such a day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Council during the last preceding financial year;
  - (c) to elect officers of the Council and the ordinary members of the Committee; and
  - (d) to receive and consider the statement submitted by the Council in accordance with section 30(3) of the Act
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.



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### **SPECIAL GENERAL MEETING**

8. All general meetings other than the annual general meeting shall be called special general meetings.
9.
  - (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Council and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
  - (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Council.
  - (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
  - (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
  - (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring the expenses.

### **NOTICE OF MEETING**

10.
  - (1) The Secretary of the Council shall, at least 14 days before the date fixed for holding a general meeting of the Council, cause to be sent to each member of the Council at his/her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - (2) Business to be transacted at the meeting will include firstly business as set out in the notice convening the meeting and then subsequently other business without notice as proposed by members during the meeting.
  - (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **PROCEEDINGS AT MEETINGS**

11.
  - (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.



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- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - (3) Ten (10) members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
12. (1) The Chairman shall preside at each general meeting of the Council.
    - (2) If the Chairman is absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
  13. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
    - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
    - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
  14. A question arising at a general meeting of the Council shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.
  15. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
    - (2) All votes shall be given personally or by proxy
    - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
  16. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.





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- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
17. A member is not entitled to vote at any general meeting unless all moneys payable by him/her to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
18. (1) Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

### EXECUTIVE COMMITTEE

19. (1) The affairs of the Council shall be managed by an Executive Committee constituted as provided in Rule 21.
- (2) The Committee:
- (a) shall control manage the business and affairs of the Council;
- (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Council; and
- (b) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Council.
20. (1) The officers of the Council shall be:
- (a) a Chairman
- (b) a Secretary
- (c) a Treasurer
- (d) a Programme Secretary
- (2) Where feasible, the Committee shall have at least one person residing in each of the States of New South Wales (including the Australian Capital Territory), Victoria, Queensland, South Australia, Western Australia and Tasmania. At no time shall persons residing from the same state hold a simple majority of Committee members.
- (3) Each officer of the Council shall hold office for three years and will be eligible for re-election for one further period of three years. Officers of the Council who have served for six years must retire from the Committee, but will be eligible for re-election after a period of three or more years have elapsed.



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- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
21. (1) Subject to section 23 of the Act, the Committee shall consist of ten members:
- (a) the officers of the Council;
  - (b) six (6) ordinary members.
- (2) The Committee will have at least one person residing in each of the States of New South Wales (including the Australian Capital Territory), Victoria, Queensland, South Australia Western Australia and Tasmania.
- (3) Each ordinary member of the Committee shall, subject to these rules, hold office for three years and be eligible for re-election for a further period of three years. Members of the Committee who have served for six years must retire from the Committee, but will be eligible for re-election after a period of three or more years has elapsed.

### **ELECTION OF EXECUTIVE COMMITTEE AND OFFICE BEARERS**

22. (1) Elections of the members of the Executive Committee will be held every three years.
- (2) Nominations of candidates for election as members of the Executive Committee will be called for by the Secretary of the Committee with a calendar date of one month later. The nominations shall be made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number nominations exceeds the number of vacancies to be filled, a written ballot of the membership of the Council will be held.
- (6) If only one nomination is made from each of the states of New South Wales (including the Australian Capital Territory), Victoria, Queensland, South Australia, Western Australia, Tasmania, the nominee shall be elected. When more than one nomination is received from any of the above States, the nominee receiving the most votes shall be elected. After the six State vacancies have been filled, the remaining nominees will be elected to the remaining four vacancies by a simple majority. If no nomination is received for a representative from any of the above States, or if the number of nominations is less than the number of vacancies, the Committee shall be empowered to appoint additional members to fill the vacancies.



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- (7) In the event of a tied vote for any position, the election shall be referred to Committee for resolution.
  - (8) Casual vacancies will be filled by appointment by the Executive Committee for the remainder of the three year term.
- 23.
- (1) Election of office bearers shall normally be conducted at intervals of three years.
  - (2) The newly elected Committee will meet within one week prior to the Annual General Meeting to elect its Office Bearers.
  - (3) Nominations for the offices of Chairman, Secretary, Treasurer and Programme Secretary shall be made by the Executive Committee from within its members. If there is only one nomination for each position, the nominations will be confirmed at the Annual General Meeting.
  - (4) When more than one nomination for any office is received, an election by written secret ballot shall be held at the Annual General Meeting. The nominee for each vacancy receiving the largest number of votes shall be elected. In the event of a tie, the election shall be referred to the Executive Committee for resolution.
24. For the purposes of these rules, the office of an officer of the Council or of an ordinary member of the Committee becomes vacant if the officer or member:
- (1) ceases to be a member of the Council;
  - (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (3) resigns his/her office by notice in writing given to the secretary.

### **PROCEEDINGS OF COMMITTEE**

- 25.
- (1) The Committee shall meet at least twice in each year at such place and such times as the Committee may determine.
  - (2) Special meetings of the Committee may be convened by the Chairman or by any 4 of the members of the Committee.
  - (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted at the meeting. After this business in the notice has been discussed, other business without notice may be raised by any member of the Committee for subsequent discussion at that meeting.
  - (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
  - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour in the same day in the following week unless the meeting was a special meeting in which case it lapses.



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- (6) At meetings of the committee:
  - (a) the Chairman shall preside;
  - (b) if the Chairman is absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addresses to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

### **SECRETARY**

26. The secretary of the Council shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at all committee meetings.

### **TREASURER**

27. (1) The treasurer of the Council:
  - (a) shall collect and receive all monies due to the Council and make all payments authorized by the Council; and
  - (c) shall keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members

### **REMOVAL OF A MEMBER OF COMMITTEE**

28. (1) The Council in general meeting may by resolution remove any member of the Committee before expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes



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representations in writing to the secretary or Chairman of the Council (not exceeding a reasonable length) and requests that they be notified to the members of the Council, the secretary or the Chairman may send a copy of the representations to each member of the Council or, if they are not so sent, the member may require that they be read out at the meeting.

### **CHEQUES**

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

In the case of special projects, such as but not limited to hosting of the International Society of Hypertension Scientific Meeting, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments related to that special project may be signed by the Treasurer of the Special Project and one other member of the Committee.

### **SEAL**

30. (1) The Common Seal of the Council shall be kept in the custody of the secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Council.

### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

31. These rules and the statement of purposes of the Council shall not be altered except in accordance with the Act.

### **NOTICES**

32. (1) A notice may be served by or on behalf of the Council upon any member either personally or by sending it by post to the member at his/her address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is provided, be deemed to have been given to the person at the time at which the letter would have been delivered on the ordinary course of post.

### **WINDING UP OR CANCELLATION**

33. In the event of the winding up or the cancellation of the incorporation of the Council, the assets of the Council shall be disposed of in accordance with the provisions of the Act.

### **CUSTODY OF RECORDS**

34. Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Council.

### **FUNDS**



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35. (1) The funds of the Council shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- (2) The annual subscription shall be as determined from year to year by the Executive Committee and approved at the Annual General Meeting.
- (11) Failure to pay the annual subscription for two consecutive years will lead to automatic termination of membership.