



Hypertension Australia

Hypertension Australia Ltd.
CONSTITUTION

ACN 662 929 599

A public company limited by guarantee

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A. GENERAL

1. Name of the Company

1.1 The name of the Company is Hypertension Australia Ltd.

2. Purpose

2.1 The Company is a health promotion charity whose Purpose is to promote the prevention, detection and control of high blood pressure and its complications in people including research into its causes, consequences, prevention and management.

2.2 The Company pursues its Purpose through a range of activities, services and engagement with all relevant stakeholders that may include:

- a) Research: knowledge generation through investigation, discovery and innovation, and translation into practice;
- b) Education: knowledge dissemination and translation of research and discovery;
- c) Implementation: supporting the turning of research and discovery into policy and practice;
- d) Advocacy and community engagement: creating supportive environments through healthy public policy and lifestyles.

3. Type of Company and Guarantee

3.1 The Company is a not-for-profit public company limited by guarantee which is established to be, and continue as, a charity.

3.2 The Company must not distribute any income or assets directly or indirectly to its Members.

3.3 Clause 3.2 does not stop the Company from doing the following things, provided they are done in good faith:

- a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company;
- b) making a payment to a Member in carrying out the Company's Purpose; or
- c) for any other bona fide reason for the attainment of the Purpose.

3.4 The replaceable rules set out in the Corporations Act do not apply to the Company.

3.5 This constitution comprises a contract between:

- a) the Company and each Member;
- b) the Company and each Director;
- c) the Company and the Secretary; and
- d) a Member and each other Member.

- 3.6 Each Member must contribute an amount not more than \$1.00 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
- a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member, and
 - b) costs of winding up.

4. Powers of the Company

- 4.1 The Company has the following powers which may be used only to carry out its Purpose:
- a) the powers of an individual, and
 - b) all the powers of a company limited by guarantee under the Corporations Act.

5. Definitions

- 5.1 In this constitution, capitalised terms have the following meanings:

ACNC means the Australian Charities and Not-for-profits Commission;

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

Board means some or all of the Directors acting as the board of directors of the Company;

By-law means the rules and regulations made by the Board in accordance with clause 34.1;

Chair means the Director holding the office of Chair in accordance with clause 30;

Corporations Act means the Corporations Act 2001 (Cth);

Director means an individual appointed or elected as Director of the Company;

General Meeting means a duly constituted meeting of the Members and includes an Annual General Meeting;

Secretary means the individual appointed as the Company's secretary under clause 44.

6. Interpretation

- 6.1 The following rules of interpretation apply unless any contrary intention appears in this constitution or the context requires otherwise:
- a) mandatory provisions of the Corporations Act and the ACNC Act override any clause in this constitution which is inconsistent with those provisions;

- b) a word or expression that is defined or used in the Corporations Act or the ACNC Act or Regulations and covering the same subject has the same meaning as in this constitution;
- c) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
- d) a reference to a clause or sub-clause is to a clause or sub-clause of this constitution;
- e) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- f) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
- g) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
- h) headings are for convenience only and do not affect the interpretation of this constitution;
- i) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
- j) a gender includes all genders;
- k) singular includes plural and vice versa.

B. MEMBERSHIP

7. Membership criteria

7.1 Members comprise:

- a) the members of High Blood Pressure Research Council of Australia Inc (immediately prior to it becoming the Company) who were listed on the application for registration of the Company; and
- b) individuals who support the Purpose and have demonstrated activity in some aspects of hypertension or blood pressure related research, education, and/or advocacy and that the Board in its absolute discretion admits to membership in accordance with this Constitution.

7.2 The Board may provide for categories of Members on such terms and conditions as the Board determines.

7.3 The Board may from time to time determine additional requirements for admission as a Member and/or as a Member in a particular category of membership.

8. Rights and obligations of Members

8.1 Members have the following rights:

- a) to receive notices of and to attend General Meetings;

- b) to nominate for election as an Elected Director; and
 - c) to vote at General Meetings and on resolutions put to the membership and on the election of Directors.
- 8.2 The Board may extend benefits and privileges of membership that may differ between categories of membership and within categories of membership, but no such benefits or privileges shall affect the rights of Members in this clause 8.
- 8.3 A Member who has not paid any fees payable under clause 10 by the due date will not be entitled to exercise their rights while the fee remains unpaid.
- 8.4 The rights of a Member are not transferrable.
- 8.5 The rights of Members are not to be taken as being varied by the admission of more Members or the addition or deletion of categories of membership.
- 8.6 Members shall conduct themselves in accordance with this constitution and any By-laws.
- 8.7 A Member must promptly notify the Secretary of any change to their details as recorded in the register of Members.

9. Application for Membership

- 9.1 An application for membership must be in a form prescribed by the Board.
- 9.2 The Board may approve or reject an application of membership.
- 9.3 The Board is not required to give a reason for the rejection of any application for membership.
- 9.4 The Board may delegate the consideration and determination of any membership application.
- 9.5 Once made, written notice of the Board's decision will be sent to the applicant.
- 9.6 The acceptance of an applicant to be a Member is subject to payment of any applicable fees and is void if payment is not made in accordance with this constitution or the By-laws.
- 9.7 If the applicant is not admitted to membership, then any moneys paid by them for membership must be returned to them in full.
- 9.8 Subject to clause 9.6 an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

10. Membership fees

- 10.1 The Board may set any membership fees and may determine different fees:
- a) for different categories of membership; or
 - b) within categories of membership.

- 10.2 The Board may in its discretion waive or vary the amount of any membership fee for a Member or Members in special circumstances or situations of financial hardship.
- 10.3 If any membership fee remains unpaid for a period of 1 month after it becomes due, written notice will be given to the Member of that fact. If any fee remains unpaid more than 2 months after the date of the notice, the Member's membership is terminated unless the Board resolves, either before or after that date, otherwise.

11. Ceasing to be a Member

- 11.1 A Member ceases to be a Member:
- a) if they resign;
 - b) if they die;
 - c) if their membership is terminated under clause 10.3;
 - d) if they cease to satisfy the criteria to be a Member, on the date that the Board resolves to cease the membership;
 - e) if they are convicted of an indictable offence, on the date that the Board resolves to cease the membership; or
 - f) in any other circumstances prescribed in the terms of membership applicable to the Member or on the failure to satisfy any undertaking given by the Member upon them being admitted as a Member, on the date that the Board resolves to cease the membership.
- 11.2 Upon ceasing to be a Member, the Member's name will be removed from the register of Members.
- 11.3 Any Member ceasing to be a Member:
- a) remains liable for any money owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the guarantee under clause 3.6;
 - b) shall not be entitled to any refund, in full or part, of any membership fees paid; and
 - c) shall not be readmitted as a Member until all unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

12. Suspension or expulsion of a Member

- 12.1 The Board may suspend or expel a Member from the Company if the Board considers that the Member:
- a) has failed to comply with this constitution or the By-laws;
 - b) has acted in a manner prejudicial to the interests of the Company; or
 - c) has acted in a manner that renders it undesirable that the Member continues to be a Member.

- 12.2 At least 28 days before the Board suspends or expels a Member, the Secretary must notify the Member in writing that:
- a) the Board is considering disciplinary action which shall be specified, and the date place and time that such proposed disciplinary action will be considered by the Board;
 - b) the reason for such proposed disciplinary action; and
 - c) that the Member may explain or defend themselves by:
 - i) sending the Board a written explanation; and/or
 - ii) speaking at a meeting of the Board convened for that purpose (but the Member may not be present during Board deliberations or voting on the resolution unless the Board allows).
 - d) If the Member is a Director, the Director may not be present during any Board deliberations about, or to vote on, the disciplinary actions the Board may take.
- 12.3 After considering any explanation, the Board may:
- a) take no further action;
 - b) warn the Member;
 - c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person on the condition that the person can only make a decision that the Board could have made; or
 - f) require the matter to be determined at a General Meeting.
- 12.4 The Secretary must give written notice to the Member of the decision promptly.
- 12.5 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- 12.6 Subject to clause 12.7, a Member may request the Board to reconsider any action it takes under clause 12.3.
- 12.7 A Member to be expelled in accordance with clause 12.3d);
- a) may appeal against that resolution. Such an appeal must be made in writing and must be received within 14 days after the date of the notice of expulsion or such longer time as the Board may decide in their complete discretion (Appeal Notice).
 - b) If an Appeal Notice is received by the Board within the required timeframe:
 - i) the Board must ensure that (within two months after receipt of the Appeal Notice) a resolution to overturn the expulsion is considered by the Members at a General Meeting to consider this resolution only, with such resolution to be approved by at least

75% of the Members present in person or by proxy and entitled to vote on that resolution;

- ii) the Member must be given a reasonable opportunity to make representations in relation to the decision of the Board to expel that Member (which may include making representations in writing prior to the General Meeting or addressing the General Meeting or both, in accordance with the policies and procedures of the Company in relation to such matters); and
 - iii) the Member's membership will be taken to be suspended as at the date of the notice of expulsion, pending the outcome of the General Meeting.
- c) If the resolution to expel the Member is not overturned by the Members at the General Meeting, the Member's expulsion takes effect from the date of the notice of expulsion. If the Members overturn the expulsion, then the Member's membership continues in full effect, with the suspension lifted from the date of the General Meeting.

C. GENERAL MEETINGS

13. Calling a General Meeting

13.1 The Board may call a General Meeting.

13.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Board must:

- a) within 21 days of the Members' request, give all Members notice of a General Meeting, and
- b) hold the General Meeting within 2 months of the Members' request.

13.3 A General Meeting, called the Annual General Meeting, must be held:

- a) within 18 months after registration of the Company; and
- b) after the first Annual General Meeting, at least once in every calendar year.

13.4 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- a) a review of the Company's activities;
- b) a review of the Company's finances;
- c) presentation of any auditor's report; and
- d) the announcement of Directors.

13.5 A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that gives the Members a reasonable opportunity to participate, including to hear and be heard.

13.6 Anyone using this technology is taken to be present in person at the meeting.

- 13.7 A virtual General Meeting and a General Meeting that is partly held using technology, and partly in person, is deemed to have been held at the Company's registered office.
- 13.8 A General Meeting must be held:
- a) at a reasonable time; and
 - b) if the meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the meeting - at a reasonable location or locations; and
 - c) if virtual meeting technology is used in holding the meeting- the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place.
- 13.9 A meeting is taken to be held at a reasonable time if any of the following applies:
- a) if there is only one location at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the location;
 - b) if there are 2 or more locations at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;
 - c) if the meeting is held using virtual meeting technology - the meeting is held at a time that is reasonable at the Company's registered office.

14. Notice of a General Meeting

- 14.1 Notice of a General Meeting must be given to:
- a) each Member;
 - b) each Director; and
 - c) the auditor, if any.
- 14.2 Notice of a General Meeting must include:
- a) the time, date and place of the General Meeting or the technology, or both, that will be used to facilitate the General Meeting;
 - b) if virtual meeting technology is to be used in holding the meeting— sufficient information to allow the members to participate in the meeting by means of the technology;
 - c) the general nature of the General Meeting's business;
 - d) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - e) a statement that Members have the right to appoint a proxy.
- 14.3 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

- 14.4 Notice of a General Meeting may be provided less than 21 days before the meeting if:
- a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 14.5 Notice of a General Meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- a) remove a Director
 - b) appoint a Director in order to replace a Director who was removed, or
 - c) remove an auditor.
- 14.6 The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 14.7 A Member's attendance at a General Meeting waives any objection that that Member may have to a failure to give notice, or the giving of a defective notice, of the General Meeting.

15. Quorum at a General Meeting

- 15.1 A quorum for a General Meeting is 10 Members present and entitled to vote. Members may be present in person or by proxy.
- 15.2 No business may be conducted at a General Meeting if a quorum is not present.
- 15.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- a) if convened by or on requisition of Members – the meeting is dissolved; and
 - b) in any other case, the meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.

16. Chair of a General Meeting

- 16.1 Usually, the Chair will chair any General Meeting.
- 16.2 If there is no Chair, or the Chair is absent from a General Meeting, or is unable or not willing to act as chair of the meeting or of part of the meeting, then the Deputy Chair (if there is one) will act as chair of that meeting or part of it until such time as the Chair joins the General Meeting or can resume the role of chair (as applicable).
- 16.3 If there is no Chair and no Deputy Chair or if the Deputy Chair is absent from a General Meeting, or is unable or not willing to act as chair of the meeting or of part of the meeting, then the Directors present may elect one of their number present to be chair of that meeting or part of it until such

time as the Chair or Deputy Chair joins the General Meeting or can resume the role of chair.

- 16.4 If there are no Directors present at the General Meeting or the Directors are unable or not willing to act as chair of the meeting or of part of the meeting, then the Members present may elect a person present to be chair of that meeting or part of it until such time as the Chair or Deputy Chair joins the General Meeting or can resume the role of chair (as applicable).
- 16.5 The chair of a General Meeting is responsible for the conduct of the meeting. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair whose decision is final.
- 16.6 The chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll.
- 16.7 The chair may at any time during the course of a General Meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 16.8 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

17. Decisions at a General Meeting

- 17.1 Unless otherwise required by this Constitution or the Corporations Act or the ACNC Act, questions arising at a General Meeting are to be decided by ordinary resolution which is a resolution passed by a simple majority of the votes cast.
- 17.2 Each Member entitled to vote has one vote. The vote may be exercised in person, by proxy or when applicable by direct vote.

18. Methods of voting at a General Meeting

- 18.1 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless a poll is required under this constitution or the Corporations Act, or demanded by:
- a) the chair of the meeting;
 - b) at least 5 Members entitled to vote on the resolution; or
 - c) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 18.2 Proxies shall not be counted on a vote by a show of hands.

- 18.3 A proxy holder does not need to be a Member.
- 18.4 A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 18.5 The proxy holder must vote on a proposed resolution in accordance with a direction, if any.
- 18.6 Proxy forms must be received by the Company at least 48 hours before a meeting at the address (which may be an electronic address) stated in the notice.
- 18.7 A poll requested on a resolution at a General Meeting must be taken in the manner and at the time and place the chair of the meeting directs.
- 18.8 The result of a poll requested and taken on a resolution of a General Meeting is a resolution of that meeting.
- 18.9 A Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.
- 18.10 The Board may prescribe By-laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote in order for the vote to be valid.
- 18.11 An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chair of the meeting whose decision on the qualification to vote is final.
- 18.12 If virtual meeting technology is used in holding a meeting and a document is required or permitted to be tabled at the meeting, the document is taken to have been tabled at the meeting if the document is:
- a) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - b) made accessible to the persons attending the meeting (whether physically or using virtual meeting technology) during the meeting

19. Cancellation or postponement of a General Meeting

- 19.1 The Board in its discretion may cancel, postpone or change the venue of an upcoming General Meeting, by giving notice of the changes.

20. Members' resolutions

- 20.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- a) written notice to the Company of a resolution they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting (**Members' resolution**); and/or
 - b) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Members' statement**).

- 20.2 A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 20.3 A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- 20.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 20.5 The percentage of votes that Members have is to be worked out as at midnight before the request or notice is given to the Company.
- 20.6 If the Company has been given notice of a Members' resolution, the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 20.7 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.
- 20.8 If the Company has been given a notice or request under this clause:
- a) in time to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, it must do so at the Company's cost, or
 - b) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- 20.9 The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
- a) it is more than 1,000 words long;
 - b) the Board considers it may be defamatory;
 - c) clause 20.8b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
 - d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

D. BOARD OF DIRECTORS

21. Board composition

- 21.1 The Board will have a maximum of 10 Directors comprising:

- a) a minimum of 5 and maximum of 7 Elected Directors elected by the Members (**Elected Directors**); and
 - b) Up to 3 Directors appointed by the Board under clause 22 (**Appointed Directors**).
- 21.2 Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to 5 Elected Directors or lower, in which case the continuing Directors may act only:
- a) to appoint Directors for the purpose of increasing the number of Elected Directors to 5 or higher;
 - b) to convene a General Meeting: or
 - c) in an emergency.

22. Appointed Directors

- 22.1 The Board may appoint up to 3 individuals to hold office as Appointed Directors upon such terms and conditions as the Board determines.
- 22.2 An Appointed Director will have specific skills, experience, perspectives or capabilities that the Board considers desirable.
- 22.3 When filling the Appointed Director positions, the Board will endeavour to ensure all or any of the following where reasonably practicable:
- a) representation from both research and clinical sectors;
 - b) geographic balance;
 - c) gender balance;
 - d) representation from different career stages.

23. Term of office for Directors

- 23.1 The term of office of an Elected Director commences at the conclusion of the Annual General Meeting at which their election is declared or announced and ends at the conclusion of the third following Annual General Meeting. If eligible, a retiring Elected Director may be re-elected.
- 23.2 The term of office of an Appointed Director commences at the time of the resolution of the Board appointing the Director and ends at such time as the Board determines at the time of appointment, being no more than 3 years later. If eligible, an Appointed Director whose term expires may be re-appointed.
- 23.3 The maximum continuous period for which a person may hold office as a Director is 6 years.
- 23.4 A person who has held office as a Director for the maximum continuous period is eligible for re-election or reappointment after a period of one year from the date that the person last held office as a Director.
- 23.5 The maximum continuous period of 6 years does not include any period of a person's appointment to fill a casual vacancy under clause 27.1.

24. Eligibility of Directors

- 24.1 A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years;
 - b) give the Company their signed consent to act as a Director of the Company;
 - c) are not ineligible to be a Director under law, including the Corporations Act and the ACNC Act; and
 - d) are not an employee of the Company.
- 24.2 An Elected Director must be a Member.

25. Nomination Committee

- 25.1 A Nomination Committee will be established as a committee of the Board.
- 25.2 The Nomination Committee will:
- a) identify, consider and approve candidates for election as a Director;
 - b) perform any other functions and responsibilities as prescribed in this constitution or as determined by the Board from time to time.
- 25.3 The Board must develop a charter for the Nomination Committee outlining the composition, operations and functions of the Nomination Committee. The Board may amend the charter from time to time.

26. Election of Elected Directors

- 26.1 The Board may make By-laws consistent with the constitution regarding the procedures for the conduct of elections and the nomination process.
- 26.2 Prior to an Annual General Meeting, the Board will:
- a) determine the number of Elected Directors to be elected by the Members with reference to clause 21.1a); and
 - b) give notice of the number of vacancies that may be filled and invite nominations from eligible Members for election as Elected Directors.
- 26.3 Only financial Members may nominate or be nominated as candidates for election as an Elected Director. Nominations of candidates must be received by the Secretary in the time prescribed by the Board.
- 26.4 The nomination form will:
- a) be in writing in the form determined by the Board;
 - b) include any required information (such as the candidate's skills and experience) as determined by the Board;
 - c) contain the signed consent of the candidate.
- 26.5 Only those candidates approved by the Nomination Committee are eligible to stand for election as an Elected Director.
- 26.6 If there are more approved candidates for election than there are vacant positions to be filled, then a ballot will be conducted in accordance with the By-laws set by the Board.

- 26.7 If a ballot is to be conducted, the Board will appoint a returning officer who must not be a Director nor a candidate.
- 26.8 The results of an election will be announced at the Annual General Meeting.
- 26.9 If there are the same number or fewer approved candidates for election than there are vacant positions to be filled then the approved candidates will be declared elected at the Annual General Meeting, subject to endorsement of each candidate by the Members by separate ordinary resolutions at the Annual General Meeting. If any of these candidates are not endorsed by the Members at the Annual General Meeting, then they will not become Elected Directors.
- 26.10 Any unfilled positions as a result of an insufficient number of approved candidates or a candidate not being endorsed by the Members as per clause 26.9 shall be deemed casual vacancies.

27. Casual vacancies on the Board

- 27.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible Member to fill the vacancy until the end of the predecessor's term.

28. Ceasing to be a Director

- 28.1 In addition to any other way a Director ceases to be a Director, a Director ceases to be a Director if they:
- a) resign by written notice to the Secretary;
 - b) are subject to any of the circumstances prescribed by the Corporations Act or the ACNC Act or Regulations resulting in the ending or vacating of the office;
 - c) are an Elected Director and they cease to be a Member;
 - d) become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health unless (in the opinion of a majority of Directors) the Director can fully participate in the governance of the Company, despite their mental incapacity;
 - e) die;
 - f) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Corporations Act, the Board resolves otherwise;
 - g) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the office of Director;
 - h) are absent from all meetings of the Board held during a period of 6 months unless at the next meeting of the Board, the Board resolves otherwise;
 - i) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise;

- j) are removed as a Director by ordinary resolution of the Company in General Meeting;
- k) become a paid employee of the Company; or
- l) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or other Members or their employees.

29. No alternate directors

29.1 Directors are not entitled to appoint alternate directors.

30. Chair and Deputy Chair

30.1 The Board will appoint a Director as Chair and another Director as Deputy Chair.

30.2 The Board may determine the period for which a Director is Chair or Deputy Chair.

30.3 The Chair and Deputy Chair has such powers and duties as specified in this constitution, as required by law and as determined by the Board.

30.4 The Chair and Deputy Chair will not hold office beyond their retirement or removal from the Board as a Director.

31. Powers of the Board

31.1 The business of the Company is to be managed by or under the direction of the Board who may exercise all the powers of the Company that are not required by the Corporations Act or by this constitution to be exercised by the Company in General Meeting.

32. Duties of Directors under common law and legislation

32.1 The Directors must comply with their duties as directors under legislation and common law.

32.2 Without limiting clause 32.1 the Directors must comply with the following duties:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- b) to act in good faith in the best interests of the Company and to further the Purposes of the Company;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director and to maintain the confidentiality of information received in their role as a Director;
- e) to disclose any perceived or actual material conflicts of interest in the manner set out in this constitution;

- f) to ensure that the financial affairs of the Company are managed responsibly; and
- g) not to allow the Company to operate while it is insolvent.

33. Delegation of powers

33.1 The Board may delegate any of its powers to:

- a) a committee;
- b) a Director;
- c) an employee of the Company; or
- d) any other person,

and may revoke that delegation.

33.2 The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

34. By-laws

34.1 The Board may from time to time may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this constitution or to govern the procedures and activities of the Company. Any such By-law:

- a) must not be inconsistent with any provision in this constitution; and
- b) when in force is binding on all Members.

35. Payments to Directors

35.1 The Company must not pay fees to a Director for acting as a Director.

35.2 The Company may:

- a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
- b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

35.3 Any payment made under clause 35.2 must be approved by the Board.

35.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

36. Conflict of interest

36.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):

- a) to the other Directors; or
- b) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.

- 36.2 Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not:
- a) be present at the meeting while the matter is being discussed; or
 - b) vote on the matter.
- 36.3 Despite the existence of an actual or perceived material personal conflict, a Director may still be present and vote if:
- a) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present;
 - b) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - c) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - d) their interest relates to a payment by the Company in respect of an indemnity provided for in this constitution, or any contract relating to an indemnity that is allowed under the Corporations Act; or
 - e) Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter.
- 36.4 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is voided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
- 36.5 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

37. Frequency and mode of Board meetings

- 37.1 The Board may meet together (including by technological means) for the despatch of business and adjourn and otherwise regulate its meetings as frequently and in the manner it sees fit.

38. Calling a Board meeting

- 38.1 A Director may at any time, and, upon the request of a Director, the Secretary, must convene a Board meeting.

39. Notice of a Board meeting

- 39.1 Unless special circumstances apply, at least 48 hours' notice must be given to each Director of the place, date and time of a Board meeting.

- 39.2 Notice of a Board meeting must be given by such means as have been agreed by the Directors.
- 39.3 Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

40. Chair of a Board meeting

- 40.1 The Chair is entitled to chair all Board meetings.
- 40.2 In the absence of the Chair, the Deputy Chair is entitled to chair Board meetings.
- 40.3 In the absence of the Chair and Deputy Chair, the Directors at a Board meeting may choose a Director to be the chair.

41. Quorum at a Board Meeting

- 41.1 The quorum for a meeting of the Board shall be the number that is a majority of the Directors currently in office.
- 41.2 No business may be transacted at a Board meeting unless a quorum of Directors is present during the time the business is dealt.

42. Decisions of the Board

- 42.1 A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 42.2 The Board may pass a resolution, without a meeting of the Board being held if the proposed resolution is sent to the Directors and a majority of Directors, assent to the resolution in writing. The resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour.

43. Validity of acts of Directors

- 43.1 All acts done at any meeting of the Board or by any individual acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of an individual as a Director or the individual not being entitled to vote.

E. ADMINISTRATIVE MATTERS

44. Secretary

- 44.1 The Board must appoint at least one Secretary.
- 44.2 The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.
- 44.3 The Board may remove any Secretary so appointed, subject to the terms of any contract and the law.
- 44.4 The Secretary has such powers and duties as specified in this constitution, as required by the Corporations Act, and as determined by the Board.

45. Minutes

- 45.1 The Company must keep the following records (which may be in electronic form) :
- a) proceedings and resolutions of General Meetings;
 - b) proceedings and resolutions of Board meetings;
 - c) proceedings of committee meetings; and
 - d) resolutions passed by the Board without a meeting
- 45.2 The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting (usually within 1 month) by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting.

46. Inspection of records

- 46.1 The Board must ensure that the minutes for General Meetings of the Company are available for inspection by Members in accordance with the Corporations Act.
- 46.2 A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

47. Time for service of notices

- 47.1 Where a notice is sent by post, service of the notice is taken to be effected three (3) days after it is posted.
- 47.2 Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

48. Method for service of notices

- 48.1 A notice may be given by the Company to a Member:
- a) by serving it on the Member personally;
 - b) by sending it by post to the Member's address as shown in the register of Members;
 - c) by sending it to an electronic contact address (such as an email address) that the Member has supplied to the Company or using which the Member has contacted the Company in the past; or
 - d) by making a copy of it accessible electronically (for example on a website of, or related to, the Company, or using a hyperlink or other technology) and advising the Member of its availability via the electronic contact address.

49. Accounts and audit

- 49.1 The Company must make and keep written financial records that:

- a) correctly record and explain its transactions and financial position and performance, and
- b) enable true and fair financial statements to be prepared and to be audited (if required).

50. Indemnity and insurance

- 50.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 50.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 50.3 In this clause, 'to the relevant extent' means:
- a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 50.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company:
- 50.5 To the extent permitted by law the Company may:
- a) purchase and maintain insurance; or
 - b) pay or agree to pay a premium for insurance,
against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

51. Changes to the constitution

- 51.1 The Company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

52. Access

- 52.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 52.2 If the Board agrees, the Company must give a Director or former Director access to:
- a) certain documents, including documents provided for or available to the Directors; and
 - b) any other documents referred to in those documents.

53. Winding Up

- 53.1 If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company.

- 53.2 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more charities:
- a) with charitable purpose(s) similar to, or inclusive of, the Purpose; and
 - b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company;
- and
- c) if the Company is an endorsed deductible gift recipient just before the winding up of the Company, then such charity or charities must be endorsed as deductible gift recipient/s.
- 53.3 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- 53.4 If the Company is endorsed as a deductible gift recipient (either as a whole or for the operation of a gift fund) and such endorsement is revoked (whether or not the Company is to be wound up), any surplus assets arising from deductible gifts or of the gift fund must be transferred to a deductible gift recipient endorsed charity or charities determined by the Members. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

54. Transitional arrangements

- 54.1 In this clause 54:
- a) **HBPRCA Inc** means High Blood Pressure Research Council of Australia Inc (Victorian registration number A0027903H); and
 - b) **AGM** means Annual General Meeting.
- 54.2 On registration of the Company, members listed in the register of members of HBPRCA Inc (including honorary life members) will continue as Members of the Company on the terms of this constitution until their membership otherwise ceases in accordance with this constitution.
- 54.3 On registration of the Company, those individuals who held office as committee members of HBPRCA Inc immediately prior to the date of registration of the Company will (if they so consent in accordance with the Corporations Act) become the initial Board of the Company. All Directors on the initial Board will be designated Elected Directors even if this results in there being more than 7 Elected Directors.
- 54.4 The committee member who was chairman of HBPRCA Inc immediately prior to the date of registration of the Company will be the Chair until otherwise replaced in accordance with this constitution.
- 54.5 At the first AGM following registration of the Company all Directors on the initial Board will retire and in conjunction with that AGM, an election will be held for 7 Elected Director positions. The retiring Directors, if approved by the Nomination Committee, may stand for re-election.

- 54.6 At the second AGM following registration of the Company, half of the Elected Directors in office at the time (rounded down if not a whole number) will retire and in conjunction with that AGM, the election process outlined in clause 26 will apply. The Elected Directors will agree amongst themselves which Directors are to retire at that AGM and if they cannot agree, the drawing of lots will determine which Directors are to retire. The retiring Directors, if eligible and approved by the Nomination Committee, may stand for re-election.
- 54.7 At the third AGM following registration of the Company, the remaining Elected Directors that were elected at the first AGM will retire. The retiring Directors, if eligible and approved by the Nomination Committee, may stand for re-election.
- 54.8 The counting of the term limit under clause 23.3 will commence from the date of the first AGM of the Company, except that the Elected Directors retiring at the second AGM following registration of the Company may serve up to 7 consecutive years starting from the date of the first AGM. For clarity, this clause means any time served on the committee of HBPRCA Inc will not count in calculating the term limit under clause 23.3.
- 54.9 The Board may appoint up to 3 Appointed Directors at any time after registration of the Company provided their appointment does not result in there being more than 10 Directors.
- 54.10 The Secretary of the Company will be the individual named on the application to register the Company.
- 54.11 On registration of the Company, any existing committee established by the committee of HBPRCA Inc will continue until such time as the Board determines that they are to cease.

END OF CONSTITUTION