

Constitution

CONSTITUTION

ARTICLE 1:

NAME AND PLACE OF ESTABLISHMENT:

- 1.0 The name of the Society shall be International Society of Hypertension (ISH).
- 2.0 The Society shall be governed by the laws of England and Wales

ARTICLE II:

OBJECTS:

The Objects of the Society shall be:

- 1.0 to protect and promote the health of the public in particular by encouraging the advancement of scientific research and knowledge and of its application in all aspects of hypertension and associated cardiovascular diseases and to disseminate the useful results of such research;

In connection with this Object the Society shall have power:

- a) To encourage, promote and organise international scientific activities and the communication of results. Such activities shall be carried out by means of publications, special meetings and seminars, as well as through the participation and organisation of Continental and World Congresses. Research projects themselves may be sponsored or conducted under special circumstances as appropriate to such international bodies.
- b) To encourage, promote and organise postgraduate training and international exchange of investigators, teachers, fellows and students.
- c) To promote, organise and participate in the continuing education process of other members of health delivery professions in the field of hypertension and associated cardiovascular diseases.

ARTICLE III:

POWERS:

The Society has the following powers, which may be exercised only in promoting the Objects:

- 1.0 To promote or carry out research.

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- 2.0 To provide advice.
- 3.0 To publish or distribute information.
- 4.0 To co-operate with other bodies.
- 5.0 To support, administer or set up other charities.
- 6.0 To raise funds (but not by means of taxable trading).
- 7.0 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 8.0 To acquire or hire property of any kind.
- 9.0 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 10.0 To make grants or loans of money and to give guarantees.
- 11.0 To set aside funds for special purposes or as reserves against future expenditure.
- 12.0 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Executive Committee considers necessary and having regard to the suitability of investments and the need for diversification).
- 13.0 To delegate the management of investments to a financial expert, but only on terms that:
 - 13.1 the investment policy is recorded in writing for the financial expert by the Executive Committee;
 - 13.2 every transaction is reported promptly to the Executive Committee;
 - 13.3 the performance of the investments is reviewed regularly with the Executive Committee;
 - 13.4 the Executive Committee are entitled to cancel the delegation arrangement at any time;
 - 13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Executive Committee on receipt;
 - 13.7 the financial expert must not do anything outside the powers of the Executive Committee.
- 14.0 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- 15.0 To pay for indemnity insurance for the members of the Council.

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- 16.0 Subject to Article VIII, sub-clause 1.3, to employ paid or unpaid agents, staff or advisers.
- 17.0 To enter into contracts to provide services to or on behalf of other bodies.
- 18.0 To establish or acquire subsidiary companies to assist or act as agents for the Society.
- 19.0 To pay the costs of forming the Society.
- 20.0 To do anything else within the law which promotes or helps to promote the Objects.

ARTICLE IV:

MEMBERS:

- 1.0 Membership shall be open to individuals over eighteen or organisations who are interested in promoting the Objects and who are approved by the Council.
- 2.0 **Membership Regulations.** The Council may make such reasonable rules and regulations for membership (the 'Membership Regulations') as they shall from time to time determine. The Membership Regulations may regulate the following matters but are not restricted to them:
 - (a) the creation of classes of membership (voting and/or non-voting) of the Society;
 - (b) the rights and obligations of each class or classes of membership (including payment of membership fees);
 - (c) the conditions for nomination and admission to and termination of membership.
- 2.1 A copy of the Membership Regulations must be supplied on request to any member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.
- 3.0 **Resignation.** A member may resign by written notice to the Society.
- 4.0 **Register of Members.** The Council must keep a register of members.
- 5.0 **Membership** of the Society is not transferable to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative and such transfer of membership does not take effect until the Society has received written notification of the transfer.

ARTICLE V:

THE COUNCIL, OFFICERS, TRUSTEES AND THE EXECUTIVE COMMITTEE:

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- 1.0 **The Council.** The Society shall be managed by the members of the Scientific Council of the Society (the 'Council'), all of whom must be members of the Society. The members of the Council shall be the Trustees of the Society and have control of its property and funds. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions at any meeting of the Council shall be decided by a simple majority of those present. The Council will normally consist of approximately twenty (20) members. A quorum is: (a) one half of the total membership of the Council at the time; or (b) seven (7) members of the Council, whichever is the greater.
- 1.1 **Election of Council.** Council Members and Officers shall be elected as follows: At the time of the General Meeting of the Society the Society shall vote on membership of the Council for the succeeding four (4) years, giving due consideration to the recommendations of the Executive Committee. Any three members of the Society may nominate a candidate by writing to the Secretary of the Council not less than ninety (90) days before the scheduled General Meeting of the Society. Re-election for a second four (4) year term is possible, but members of the Council and Officers may serve not more than two consecutive four (4) year terms. Members wishing to stand for re-election for a second term must confirm their intention to do so not less than ninety (90) days before the scheduled General Meeting of the Society.
- 1.2 **Office Bearers.** The Chairman and Secretary of the Council shall serve respectively as President and Secretary of the Society. Three additional Officers shall be elected (Vice President, Treasurer and Officer at Large).The Chairman shall normally serve for a two-year period, and shall subsequently be maintained in the Council as an Officer for two additional years as Immediate Past-President to help the President and the other Office Bearers and members of the Council with his or her experience and advice.
- 1.3 **The Chairman of the Council** must be a member of the Council and will normally be elected by the members of the Council at a Council meeting held one year before she or he is due to take up office, and will be designated "President-Elect" of the Society until taking office at the time of the General Meeting held at the next Biennial Scientific Meeting of the Society. A member of the Council may be nominated to be the Chairman if she or he has been a member of the Council for a minimum of two years.
- 1.4 Every member of Council after **appointment or reappointment** must sign a declaration of eligibility and willingness to act as a charity trustee of the Society before he or she may vote at any meeting of the Council.
- 1.5 A member of Council's **term of office** automatically terminates if he or she:
- 1.5.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 1.5.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 1.5.3 is absent without notice from two consecutive meetings of the Council and is asked by a majority of the other members of Council to resign;
 - 1.5.4 ceases to be a member of the Society (but such a person may be reinstated by resolution of all the other members of the Council on resuming membership of the Society before the next General Meeting);

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- 1.5.5 resigns by written notice to the Council (but only if at least two Council members will remain in office); or
 - 1.5.6 is removed by a resolution passed by all the other members of the Council after they have invited the views of the member of Council concerned and considered the matter in the light of any such views.
- 1.6 A technical defect **in the appointment of a Trustee** of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 1.7 **Ex officio members of the Council.** The Asian Pacific Society of Hypertension, European Society of Hypertension and World Hypertension League are affiliated to the Society. The Presidents of each of these societies, or their nominees, may be ex officio members of the Council.
- 1.8 The Council has the following **powers** in the administration of the Society:
- 1.8.1 To make standing orders consistent with this Constitution to govern proceedings at General Meetings.
 - 1.8.2 To make rules consistent with this Constitution to govern their proceedings and proceedings of committees.
 - 1.8.3 To make regulations consistent with this Constitution to govern the administration of the Society (including the operation of bank accounts and the commitment of funds).
 - 1.8.4 To resolve, or establish procedures to assist the resolution of, disputes within the Society.
 - 1.8.5 To exercise any powers of the Society which are not reserved to a General Meeting.
- 2.0 **The Executive Committee.** Without prejudice to the provisions of clause 1.0 of this Article V above, the day-to-day management of the Society shall be carried out by an Executive Committee of the Council (the 'Executive Committee'), comprising the Officers of the Council described in clause 1.2 of this Article V above and any other members of the Council appointed to the Executive Committee. The members of the Executive Committee may also (subject to the written approval of the Council) appoint a member(s) of the Society to provide advice and to participate in the running of the Society. The Executive Committee shall meet not less than twice in each year.
- 2.1 Regulations and Duties of the Executive Committee:
- 2.1.1 Of the members of the Executive Committee, four (4) shall constitute a quorum.
 - 2.1.2 Questions at any meeting of the Executive Committee shall be decided by a simple majority of those present.
 - 2.1.2 The Executive Committee has the duty of supervising the affairs of the Society, of making the necessary arrangements for the next General Meeting and other scientific activities, of overseeing the work of all committees and working parties, and of considering all nominations for membership as stated in Article IV.

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- 3.0 **Committees.** The Council may delegate any of its powers or functions to a committee or committees of members who shall be appointed by the Council. The Council must determine the terms and conditions on which the delegation is made and the Council may at any time alter those terms and conditions or revoke the delegation.
- 4.0 **Co-opted Members.** The Council may delegate any of its powers or functions to individual members who shall have specific responsibility for designated areas including the Hypertension Newsletter of the Society, educational publications, administrative matters, financial matters, or any other such tasks as it may choose (the 'Co-opted Members'). The Council must determine the terms and conditions on which the delegation is made and the Council may at any time alter those terms and conditions or revoke the delegation. All Co-opted Members will normally be invited to attend part or all of the meetings of the Council, but may not vote and will not count towards a quorum.
- 5.0 **The Editor for the Journal of Hypertension.** The Council will appoint the Editor of the Journal of Hypertension in consultation with the European Society of Hypertension and the Publisher of the Journal of Hypertension, through the Board of Management of the Journal of Hypertension. The Editor of the Journal of Hypertension may be granted ex-officio membership of the Society.

ARTICLE VI:

GENERAL MEETINGS AND FINANCES:

- 1.0 The Society shall convene at least one General Meeting every two years.
- 2.0 A General Meeting may be called at any time by the Council.
- 3.0 There is a quorum at a General Meeting if the number of members or authorised representatives personally present is twenty (20). Special rules will apply for any amendments to the Constitution (see article XI).
- 4.0 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a General Meeting.
- 5.0 Except where otherwise provided by this Constitution, every issue at a General Meeting is determined by a simple majority of votes cast by the members present in person or (in the case of a member organisation) through an authorised representative.
- 6.0 Only subjects listed on the agenda may be brought up for discussion or vote at a General Meeting. Any individual member's communication must be addressed to the President at least six weeks before the scheduled General Meeting.
- 7.0 If a member cannot attend the General Meeting, he or she can designate another member to represent him or her by written authorisation.
- 8.0 At a General Meeting the members:
- 8.1 receive the accounts of the Society for the previous financial year;

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- 8.2 receive the report of the Council on the Society's activities since the previous General Meeting;
 - 8.3 accept the retirement of those elected Trustees who wish to retire or are retiring by rotation;
 - 8.4 elect Trustees to fill the vacancies arising;
 - 8.5 discuss and determine any issues of policy or deal with any other business put before them by the Council.
- 9.0 Finances. The Society's financial year shall run from 1 January to 31 December.
- 10.0 Audits. The Council will appoint Auditors or Independent Examiners for the Society, as necessary.

ARTICLE VII:

AWARDS AND PRIZES:

- 1.0 The Council may designate funds each year for the purposes of making grants in the form of awards and prizes and, if they do, they must determine the terms and conditions on which nominations will be accepted and the basis upon which awards and prizes will be granted (the 'Awards and Prizes Regulations')
- 1.1 Subject always to the specific terms of any such award or prize the Council may at any time alter the Awards and Prizes Regulations or revoke any award or prize.
- 1.2 A copy of the Awards and Prizes Regulations must be supplied on request to any member.

ARTICLE VIII

BENEFITS TO MEMBERS AND TRUSTEES:

- 1.1. The property and funds of the Society must be used only for promoting the Objects and **do not belong to the members or the Council.**
- 1.2. No member of Council may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
 - 1.2.1. under Article III, sub-clause 15.0 (indemnity insurance) and this Article VIII, sub-clause 1.3 (contractual payments);
 - 1.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
 - 1.2.3. interest at a reasonable rate on money lent to the Society;

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- 1.2.4. a reasonable rent or hiring fee for property let or hired to the Society;
 - 1.2.5. an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
 - 1.2.6. payment to a company in which a member of the Council has no more than a 1 per cent shareholding;
 - 1.2.7. charitable benefits in his or her capacity as a beneficiary ; and
 - 1.2.8. in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).
- 1.3. A member of Council may not be an employee of the Society, but a member of Council or connected person may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit, but only if:
- 1.3.1. the goods or services are actually required by the Society;
 - 1.3.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Council or Executive Committee in accordance with the procedure in this Article VIII, sub-clause 1.4; and
 - 1.3.3. not more than one half of the members of Council are interested in any such contract in any one financial year.
- 1.4. Whenever a member of Council has a personal interest in a matter to be discussed at a meeting of the Council, Executive Committee or a committee, he or she must:
- 1.4.1. declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 1.4.2. be absent from that part of the meeting unless expressly invited to remain in order to provide information;
 - 1.4.3. not be counted in the quorum for that part of the meeting;
 - 1.4.4. be absent during the vote and have no vote on the matter.

ARTICLE IX

RECORDS AND ACCOUNTS:

- 1.0 The Council must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:
- 1.0.1 annual returns;
 - 1.0.2 annual reports; and
 - 1.0.3 annual statements of account.

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- 1.1 The Council must keep proper records of:
 - 1.1.1 all proceedings at General Meetings;
 - 1.1.2 all proceedings at meetings of the Council and Executive Committee;
 - 1.1.3 all reports of committees; and
 - 1.1.4 all professional advice obtained.
- 1.2 Accounting records relating to the Society must be made available for inspection by any member of Council at any time during normal office hours and may be made available for inspection by members if the Council so decides.
- 1.3 A copy of the Society's latest available statement of account must be supplied on request to any member of Council or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.

ARTICLE X:

NOTICES:

- 1.0 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity.
- 1.1 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 1.2 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
 - 1.2.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 1.2.2 two clear days after being sent by first class post to that address;
 - 1.2.3 three clear days after being sent by second class post or overseas post to that address;
 - 1.2.4 on the date of publication of a journal or newspaper containing the notice;
 - 1.2.5 on being handed to the member or its authorised representative personally or, if earlier,
 - 1.2.6 as soon as the member acknowledges actual receipt.
- 1.3 A technical defect in the giving of notice of which the members or the Council are unaware at the time does not invalidate decisions taken at a meeting.

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ARTICLE XI:

AMENDMENTS TO THE CONSTITUTION:

1.0 This Constitution may be amended:

1.0.1 at a General Meeting, for which the quorum is 100, by a two-thirds majority of the votes cast of those voting, but:

1.0.1.1 The members must be given 21 clear days' notice of the proposed amendments; or

1.0.2 by any other means to be determined by the Council which provide a verifiable result including postal voting and electronic voting, provided that these means comply with the principles of certainty, accessibility and security. In order for amendments to be made by these means, they must receive affirmative votes from at least 10% of the members.

1.1 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Society.

This clause may not be amended without the prior written consent of the Charity Commission.

ARTICLE XII:

DISSOLUTION:

1.0 If at any time members at a General Meeting decide to dissolve the Charity, the Trustees will remain in office as charity trustees and will be responsible for the orderly winding up of the Charity's affairs.

1.1 After making provision for all outstanding liabilities of the Charity, the Trustees must apply the remaining property and funds in one or more of the following ways:

1.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

1.1.2 directly for the Objects or charitable purposes within or similar to the Objects; or

1.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

A final report and statement of account relating to the Charity must be sent to the Commission.

COUNCIL RESOLUTIONS:

Quite separately from the Constitution, the Council should maintain a schedule of formal Council resolutions that will help guide its processes. These will include resolutions in the following areas:

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- 1) Guidelines for Conduct of Satellites.
- 2) Arrangements for Biennial Scientific Meetings.
- 3) Arrangements for Visiting Faculty.
- 4) Procedures for according official Society recognition of Scientific Meetings in the field of Hypertension.
- 5) Agreement with the Publishers of Scientific journals.