



CONSTITUTION
OF THE
SINGAPORE
HYPERTENSION
SOCIETY

Article 1

NAME

The Society shall be known as the "Singapore Hypertension Society" (hereinafter referred to in this Constitution as the "Society").

Article 2

PLACE OF BUSINESS

Its place of business shall be at "9 Bishan Place, #07-01 Junction 8 (Office Tower), Singapore (579837)" or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Society shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

Article 3

PURPOSE AND OBJECTS

1. The purpose and objects of the Society shall be:
 - a) To advance the knowledge and practice of Hypertension.
 - b) To promote research and publication of medical and scientific works on Hypertension.
 - c) To promote regional and international co-operation in the study of Hypertension.
2. In furtherance of its purpose and objects, the Society may:
 - a) Organise clinical meetings, seminars, conventions and all such acts and things incidental or subsidiary to all or any of the above.
 - b) Borrow and raise money and to invest any monies of the Society not immediately required for any of its objects in such manner as the Society may from time to time think fit for the purposes of the Society.
3. Work in close association with the Singapore National Heart Association, Singapore Cardiac Society, Singapore Society of Nephrology, International Society of Hypertension, Asian Pacific Society of Hypertension or any such society fostering similar purposes and objects as the Society.

Article 4

PATRON

The Council may at its discretion from time to time appoint a Patron.

Article 5

MEMBERSHIP

1. The membership of the Society shall consist of:
 - a) Ordinary Members
 - b) Founder Members
 - c) Associate Members

- d) Corresponding Members
 - e) Honorary Members
 - f) Corporate Members
2. Ordinary Members shall be registered medical practitioners with an interest in the study of Hypertension or medical or bio-medical scientists involved in research on Hypertension.
 3. Ordinary Members at the inaugural Annual General Meeting will be known as Founder Members.
 4. Associate Members shall be other healthcare workers involved in the promotion of health education about Hypertension or the care of patients with Hypertension.
 5. Corresponding Members shall be healthcare workers residing outside Singapore who have close links with the Society and who are elected by the Council of the Society.
 6. Honorary Members shall be distinguished persons who have rendered notable services to the Society or to the advancement of the study or treatment of Hypertension in Singapore or elsewhere and are recommended by the Council and elected by a majority at a General Meeting.
 7. Corporate Members shall be any pharmaceutical, medical or surgical supply or equipment companies that have an interest in Hypertension and support the purpose and objects of the Society.
 8. Ordinary, Associate, Corresponding and Corporate Membership shall be acquired by application to the Secretary and this shall be expeditiously considered by the Council of the Society.
 9. Without assigning any reason whatsoever, the Council may refuse an application for membership of the Society.
 10. A member of the Society may at any time cease to be a member by giving notice in writing to that effect addressed to the Secretary at the registered place of business of the Society.
 11. The Council may from time to time prescribe certain conditions under which any member may be expelled from the Society so as to cease to be a member thereof, provided that in all cases before a member is expelled, he shall be given a notice of the proposal to expel him and shall be given an opportunity to be heard.
 12. A copy of the Constitution shall be furnished to every approved member.

Article 6

SUBSCRIPTIONS

- 6.1 Subject to any future decision of the Society in General Meeting, the annual subscriptions shall be as follows:
- | | |
|-------------------------|------------|
| a) Ordinary Member | S\$30.00 |
| b) Associate Member | S\$20.00 |
| c) Corresponding Member | S\$30.00 |
| d) Honorary Member | NIL |
| e) Corporate Member | S\$1000.00 |

- 6.1 Annual subscriptions are payable in advance within the first month of the year. If a member falls into arrears with his subscription or other dues, he shall be informed immediately by the Treasurer. If he fails to settle his arrears within four weeks of their becoming due, the President may order that his name be posted on the Society's notice board and that he be denied the privileges of membership until he settles his accounts.
- 6.2 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of members.

Article 7

TERMINATION OF MEMBERSHIP

1. The Council of the Society shall have power to terminate the membership of any Ordinary or Associate member if he has not paid his subscription for 2 years. However, such a member may be reinstated as a member on full payment of his arrears and subscriptions.
2. The Council shall have power to expel any member:
 - a) who has been convicted in a court of law and sentenced to imprisonment for a period of over 1 year without the option of a fine, or
 - b) whose conduct is detrimental to the honour and interests of the Society or calculated to bring the Society into disrepute, or
 - c) who has willfully and persistently refused to comply with the constitution of the Society.
3. Any member dealt with under section 2 of this Article shall have the right to appeal to an Extraordinary General Meeting called for this purpose. The Council shall call an Extraordinary General Meeting if requested to do so by an aggrieved member within 21 days of receiving such a request. The procedure at such a meeting shall be in accordance with Article 11 section 2.

Article 8

RIGHTS & PRIVILEGES OF MEMBERSHIP

1. Only Ordinary and Founder Members of the Society shall be entitled to vote and hold office.
2. Associate, Corresponding, Honorary and Corporate Members shall be entitled to all the benefits and privileges of Ordinary Members except that they shall not be eligible to hold office or vote.
3. A Corporate Member shall be represented by up to 2 persons to attend any meeting or function organised by the Society.

Article 9

MANAGEMENT

1. The Society shall be managed by a Council consisting of:
 - a) The President who shall
 - i) preside at all General Meetings and Council Meetings of the Society.
 - ii) represent the Society in all its dealings with non-members and other organisations.
 - iii) have a casting vote, in addition to his normal vote.
 - iv) hold office for two years and be eligible for re-election for a second term but not for a third consecutive term.
 - b) The Vice-President shall assume all the powers and duties of the President in his absence.
 - c) The Honorary Secretary who shall
 - i) conduct the business of the Society in accordance with the rules of the Society and shall carry out the resolutions of the Annual or Extraordinary General Meetings and Council Meetings.
 - ii) keep a Register of Members and all records and documents, except financial, of the Society and shall be responsible for their correctness.
 - iii) convene and keep minutes of all General and Council meetings.
 - iv) prepare the Annual Report which shall be submitted one month before the Annual General Meeting to the Council.
 - v) conduct the correspondence of the Society under the direction of the President and the Council.
 - d) The Honorary Treasurer who shall
 - i) collect, on behalf of the Society, all subscriptions and other monies and issue receipts for all payments made to the Society.
 - ii) disburse all monies on behalf of the Society.
 - iii) keep all accounts of the Society and be responsible for their correctness.
 - iv) prepare the annual financial statement which shall be submitted to the Annual General Meeting.
 - v) Open such banking account as the Council may authorise and direct and shall deposit therein all monies received by him on behalf of the Society. All cheques issued by the Society shall be signed by the Honorary Treasurer and countersigned by the President or the Vice-President.
 - vi) be authorised to expend up to \$500 per month for petty cash on behalf of the Society. He will not keep more than \$500 in the form of cash and money in excess of this sum shall be deposited in the bank of the Society.
 - e) Four (4) Council Members shall generally assist the Council in the management of the Society and perform duties assigned by the Council from time to time.
2. Names for the above offices shall be proposed and seconded at alternate Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, except the Honorary Treasurer may be re-elected to the same or related post for a consecutive term of office. The term of office of the Council is two years.
3. Vacancies in the Council occurring during the year shall be filled by a simple majority vote of the Council.
4. Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

Article 10

POWERS AND DUTIES OF THE COUNCIL

1. The Council shall meet at least four (4) times a year. Notice of such meetings will be given seven (7) days in advance.
2. The quorum of the Council meetings shall not be less than one-half of its members.
3. The Council shall have power to form sub-committees to deal with special matters.
4. The Council shall have power to appoint, pay and dismiss any servants employed by the Society.
5. The Council shall act on behalf of the Society in all matters whereon this Constitution and Rules do not expressly provide otherwise. Any such action shall be brought before the next Annual General Meeting for ratification.
6. The Council shall have power to affiliate with any other professional organisations, local or foreign, if it deems any such affiliation to be in pursuance of the objects and in the interests of the Society.
7. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.
8. Any member of the Council absenting himself from three meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next Annual General Meeting. Any changes in the Council shall be notified to the Registrar of Societies within two weeks of the change.

Article 11

MEETINGS

1. The supreme authority of the Society is vested in a General Meeting of the members presided over by the President.
2. **ANNUAL GENERAL MEETING**
 - a) The Annual General Meeting of the Society shall be held not later than the month of June of each year for the following purposes:
 - i) To receive from the Council and to adopt the Annual Report of the activities of the Society during the year preceding.
 - ii) To receive from the Council and to adopt the audited Statement of Accounts for the year preceding.
 - iii) To elect Trustees as and when necessary.
 - iv) To elect the office bearers every other year.
 - v) To elect two internal Honorary Auditors every other year.
 - vi) To decide on any resolution which may be duly submitted to the meeting as provided for under Section 1, subsection (c) of this Article.
 - vii) To decide on any resolution which may be duly submitted to the meeting as provided for under Section 1, subsection (c) of this Article.

- b) The Honorary Secretary shall inform all members in writing of the date, time and place fixed for the Annual General Meeting not less than one calendar month before the date of the Meeting and draw their attention to subsection (iii) of paragraph (d) of this Article.
- c) Any member desiring to put any resolution at the Annual General Meeting shall give notice in writing thereof to the Honorary Secretary not less than 21 days before the date fixed for such meeting.
- d) The Honorary Secretary shall prepare and forward to all members not less than 14 days before the date fixed for the Annual General Meeting the following:
 - i) The Annual Report
 - ii) The Audited Financial Statement
 - iii) An Agenda including:
 - any resolution proposed by members,
 - motions for amendments of rules,
 - any other matters requested by members.
- e) Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

3. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened

- a) by the Council when they shall deem it desirable or for any special reason.
- b) at the request in writing of not less than one-third of the membership, stating the objects and reasons for such a meeting.
- c) If the Council does not within two months after the date of the receipt of the written request to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Society's notice board.
- d) the Honorary Secretary shall send a notice of an Extraordinary General Meeting to all members not less than 10 days before the date fixed for such a meeting stating the business of the Meeting.
- e) no business shall be dealt by an Extraordinary General Meeting other than that for which it is specifically convened.

4. COUNCIL MEETING

At least four Council Meetings shall be held each year after 7 days' notice has been given to Council members. The President may call an Emergency Council Meeting at any time by giving not less than 24 hours' notice.

5. QUORUM

- a) The quorum at any Council Meeting shall be not less than one-half of its members.
- b) The quorum at any Annual General Meeting and Extraordinary General Meeting shall be one-quarter of the Ordinary Members. Proxies shall not be constituted as part of the quorum.
- c) In the event of a lack of quorum at an Annual General Meeting, the meeting shall be adjourned to a date not earlier than 3 weeks from the date of the cancelled meeting, and if at the adjourned meeting the number then present be insufficient to form a quorum, then those present shall be considered a quorum but they shall have no power to alter, amend or make additions to any of the existing Articles or any By-Laws.
- d) In the event of a lack of quorum at an Extraordinary General Meeting, the meeting shall be considered dissolved and the subject matter for which such meeting was called shall not be raised at another Extraordinary General Meeting again for a period of three months thereafter.

Article 12

AMENDMENT OF CONSTITUTION

1. Any amendment to the Constitution and Rules of the Society shall only be made at the Annual General Meeting.
2. Any proposed amendment of the Constitution and Rules shall be made in writing to the Honorary Secretary at least 21 days before the date of the Annual General Meeting.
3. The Honorary Secretary shall circulate to all members any such proposed amendment at least 14 days before the date of the Annual General Meeting.
4. Any amendment of the Constitution and Rules of the Society shall be null and void unless at least two-thirds of the Ordinary Members present at the Annual General Meeting vote in favour of such amendment.
5. Any such amendment shall not come into force without the prior sanction of the Registrar of Societies.

Article 13

TRUSTEES

1. All immovable property acquired by the Society shall be vested in trustees subject to a declaration of trust. Such trustees shall be appointed by a General Meeting of the Society on the recommendation of the Council. The number of trustees shall not be greater than five or less than two. Any trustee may at any time resign his trusteeship.
2. The trustee shall deal with all the immovable property of the Society in the manner and under the direction of the Council.
3. Any trustee may be removed from his office by a resolution passed by three-fifths of the members present and voting at a General Meeting of the Society.
4. The office of the trustee shall be vacated:
 - a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he is absent from the Republic of Singapore for a period of more than one year.
 - c) If he is guilty of misconduct of such kind as to render it undesirable that he continues as a trustee.
 - d) If he submits notice of resignation from his trustees.
5. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Society's premises at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
6. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

Article 14

PUBLICATIONS

Publications of the Society shall be determined and approved by the Society's Council for the furtherance of the objects and in the interests of the Society.

Article 15

AUDIT

1. The Society shall elect by ballot at its Annual General Meeting, every other year two internal Honorary Auditors whose duties will be to audit the Annual financial statement and certify it. The Internal Honorary Auditors shall not be members of the Council. They will hold office for two years only and shall not be eligible for re-election for a second consecutive term.
2. The financial year shall be from 1st April to 31st March.

Article 16

LEGAL ADVISER

The Council may, at its discretion, appoint such legal adviser for such period of time as it thinks fit and may also terminate such appointment.

Article 17

GENERAL

No press conference shall be held and no statement shall be released to the media in the name of the Society except by the President or the Honorary Secretary or a representative specifically designated by the Council and with the approval of the Council.

Article 18

INTERPRATION

In the event of any question or matter arising out of any point which is not expressly provided for in the By-Laws or Constitution, the Council shall have power to use their discretion to decide on any such question or matter.

Article 19

VISITORS AND GUESTS

Visitors and guests may be admitted into the premises of the Society but they shall not be admitted into the privileges of the Society. All visitors and guests shall abide by the Society's rules and regulations

Article 20

PROHIBITIONS

1. Gambling of any kind, excluding the promotion and conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Society's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
2. The funds of the Society shall not be used to pay the fines of members who have been convicted in a court of law.
3. The Society shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
4. The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Council or members unless with the prior approval of the relevant authorities.
5. The Society shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
6. The Society shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, Singapore Police Force and other relevant authorities.
7. The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

Article 21

DISSOLUTION

1. The Society shall not be dissolved, except with the consent of not less than three-fifths of the Ordinary and Founder Members of the Society, for the time being resident in Singapore, expressed either in person or by proxy at a General Meeting convened for the purpose or by postal vote.
2. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged and the remaining funds will be transferred to a professional medical body or charitable organisation which is registered under the Charities Act (Cap 37) in Singapore as decided by the majority of the members at a General Meeting convened for the purpose of dissolving the Society or decided by a postal vote of all the members.
3. A Certificate of Dissolution shall be given within 7 days of the dissolution to the Registrar of Societies, the Commissioner of Charities and the Comptroller of Income Tax.

Article 22

DISPUTES

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

BYE-LAWS

Rule 1

PURPOSE AND OBJECTS

- a) To promote regional and international cooperation in the study of Hypertension.
 - i) Whenever possible Council will appoint a representative or spokesperson for such purposes and Council will implement matters discussed if it is in the interest of the Society.
 - ii) When a member who does not officially represent the Society but attends a meeting for the above purposes and is the most appropriate person present to speak on behalf of the Society and subsequently reports to the Society the matters or requests discussed, then Council may retrospectively appoint this person to be the Society's representative. The Society Council reserves the right to appoint any other member who may be deemed to be more appropriate to represent the Society.
 - iii) Invitations from regional or international organisations for a representative or a lecturer from the Society shall be discussed by Council who will then appoint an appropriate person.
 - iv) The term Hypertension includes all medical, surgical, pathological, anaesthetic, radiological and scientific aspects of Hypertension.

- b) To organise clinical meetings, seminars, conventions and all such acts and things incidental or subsidiary to all or any of the above.
 - i) Council will appoint the Chairperson for such purposes. If the person appointed is not a Council Member, he will be co-opted to attend Council Meetings to present progress reports.
 - ii) The appointment of the Chairperson of Meetings organised on behalf of the Society by other organisations (eg. Pharmaceutical companies) should first be discussed and meet with approval of the President of the Society.
 - iii) In the event that a Society member has been requested by other organisations to organise a meeting in Singapore jointly or associated with the Society that member should seek approval from Council before proceeding to organize it.
 - iv) The President and Treasurer of the Society's Council shall be ex-officio members in the Organising Committee of any major meeting organised by the Society.

- c) To borrow and raise money and to invest any monies of the Society.
 - i) Council may not spend, invest or donate any amount of money from the capital sum without prior approval at the AGM or EGM.
 - ii) Council may not borrow or raise money without prior approval at the AGM or EGM.
 - iii) Council should propose a budget for the following year at the AGM. In general, the expenditure should not exceed income from interest earned from the capital sum and subscriptions. Under special circumstances the Society with approval at the AGM or EGM may loan funds to the organising committee of a major meeting organised by the Society.
 - iv) In the event Council is unable to agree on any financial matter, it should seek the advice of the Trustees.