

**THE CONSTITUTION OF THE HYPOGLYCEMIC HEALTH ASSOCIATION OF AUSTRALIA**

1. NAME: The name of the association will be THE HYPOGLYCEMIC HEALTH ASSOCIATION OF AUSTRALIA and the Association shall operate as a non-profit organization.
2. OBJECTS: The aims of the Association are set out hereunder:
  - i) To promote the recognition of hypoglycemic disease as an identifiable and treatable condition.
  - ii) To promote research into every aspect of hypoglycemic disease and all conditions associated with glucose intolerance.
  - iii) To distribute information to the medical profession and the community and to assist in the identification and treatment of hypoglycemia.
  - iv) To promote awareness of the relationship of hypoglycemia and hyperactivity, learning and behavioural difficulties in undiagnosed children and adults.
  - v) To help members of the Association to overcome their hypoglycemic and allied metabolic conditions through meetings, talks and social activities.
  - vi) To function as a non-profit self help organization.
  - vii) To provide members with a periodic newsletter.
  - viii) To conduct raffles, social functions to further the objects of the Association in accordance with the requirement of the Lotteries and Art Unions Act.
3. MEMBERSHIP:
  - a) Application for membership shall be in writing, signed by the applicant, and shall be in such a form and contain such requirements as the Management Committee from time to time prescribes.
  - b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
  - c) A register of members shall be kept showing in respect of each member his name, address, and date of commencement of membership.
4. MANAGEMENT:

The management of the Association shall be vested in a Management Committee consisting of office-bearers and four other members.

No member of the Management Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Management Committee, except repayment of out-of-pocket expenses, interest at a rate not exceeding interest

repayment of out-of-pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to the Association and reasonable and proper rent for premises let to the Association.

5. OFFICE-BEARERS:

The office-bearers shall consist of a President, Secretary, Treasurer and such other officers as shall be decided by the members of the Association at the Annual General Meeting. The office-bearers and the other members of the Management Committee shall be elected annually at the Annual General Meeting. Any casual vacancy shall hold office for the unexpired term of the member so replaced.

6. PROCEEDINGS OF THE MANAGEMENT COMMITTEE:

- a) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Secretary, on the requisition of any two members of the Committee, may summon a meeting of the Committee.
- b) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. In case of equality of votes the Chairman of the meeting shall have a second vote or casting vote.
- c) The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum, the continuing member or members may act for the purpose of increasing the number of members of the Committee from amongst the members, which they are empowered to do, or of summoning a general meeting of the Association, but for no other purpose.

7. VACATION OF OFFICE:

The office of a member of the Management Committee or of a trustee shall become vacant:

- a) Upon his disease.
- b) If he become bankrupt or makes any arrangement or composition with his creditors generally;
- c) If he becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health;
- d) If he resigns his office by notice in writing to the Association;
- e) If he is absent for more than six months without leave of the Committee from meetings of the Committee held during that period;
- f) If he ceases to be a member of the Association;
- g) Upon resolution being passed by two-thirds majority of members present at a properly constituted general meeting specially called for the purpose, to remove him from office;
- h) If he holds any office of profit under the Association;
- i) If he is directly or indirectly interested in any contract or proposed contract with the association.

8. FINANCIAL YEAR:

The financial year shall conclude on 31 December each year.

9. ANNUAL GENERAL MEETING:

The Annual General Meeting of members shall be held during the month of March in each year, when the Annual Report and audited financial statement will

be presented.

10. SPECIAL GENERAL MEETING:

Any two members of the Management Committee may at any time convene a Special General Meeting of the Association. Special General Meetings shall also be convened by the Secretary upon written request of not less than five percent in numbers of the members of the Association and shall be held within a period of one month from the date of receipt of the request.

11. QUORUM:

At meetings of members a quorum shall consist of ten percent in number of the members and at a Management Committee shall consist of three members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum be not present, then those members attending shall be deemed to be a quorum, provided, the number of such members is not less than three.

12. PROCEEDINGS AT GENERAL MEETINGS:

- a) The President shall preside as Chairman at every general meeting of the Association, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting, a simple majority sufficing.
- b) The Chairman may, with the consent of any meeting at which a quorum is present ( and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- c) At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- d) If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- e) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.
- f) Each member present and voting at a general meeting of the Association shall have one vote.

13. NOTICE OF MEETINGS:

The Secretary shall give at least seven days notice in writing of all general

meetings to the members of the Association specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

14. FUNDS:

- a) All moneys received by the Association shall be deposited intact at the earliest possible date to the credit of the Association's account. Receipts for moneys received shall be issued promptly.
- b) All payments in excess of \$50 made by the Association shall be paid by cheque signed by any two of the President, Secretary and Treasurer.
- c) If payment in subsection b) of this section is by means other than by cheque, such payment shall be approved by any two of the President, Secretary and Treasurer.

15. AUTHORIZATION OF ACCOUNTS:

All accounts shall be presented to and passed for payment at the Management Committee Meeting and full details of all such approvals shall be entered in the Minute Book.

16. AUDIT:

- a) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books etc., and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- b) An auditor shall not be a member or closely related to a member of the Management Committee.
- c) Subject to paragraph (d) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if he so wishes be heard at such Annual General Meeting.
- d) Where the current auditor submits his resignation, or notifies the Secretary of his intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

17. MINUTES:

The management Committee shall cause minutes to be made:

- a) of all appointments of office-bearers and members of the Committee;
- b) of the names of the members of the Committee present at all meetings of the Association and of the Committee;
- c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

18. EXPULSION OF MEMBERS:

A member may be expelled from membership of the Association by the Management Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of his conduct, either verbally or in writing, as the Committee may decide, the conduct of the member is such as to be detrimental to the best interest of the Association.

19. TRUSTEES:

- a) Three trustees shall be elected at a properly constituted general meeting.
- b) All property of whatever kind belonging to the Association shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Association and shall be responsible for the same and shall deal and dispose of all property of the Association whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management Committee provided that such directions are not in violation of the trusts upon which the property is held.

20. DISSOLUTION:

- a) The Association shall be dissolved in the event of membership being less than three persons or upon the vote of three-fourth majority of members present at a Special General Meeting convened to consider such question.
- b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the Association on hand shall, after payment of all expenses and liabilities, be handed over to such registered or exempted charity or charities as a simple majority of the members at a Special General Meeting so convened, or at a subsequent Special General Meeting, may decide.

21. AMENDMENT OF RULES:

These rules may be amended by a resolution passed by two-third majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose.

22. SENDING OF NOTICES:

A notice may be given to any member either personally or by sending it by post to him at his address registered with the Association or if he has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected, in the case of the notice of the meeting, on the day after the date of its posting and in any case the time at which the letter would be delivered in the ordinary course of post.

23. NON-DISTRIBUTION OF PROFITS:

(1) The income and property of the organisation, however derived, shall, subject to any obligations under charitable trust law or any statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules.

(2) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

(3) The requirement contained in (2) shall not, however, prevent the payment in good faith of:

- (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the

- (b) Association, or otherwise owing by the Association to the member; or any remuneration to any officers or servants of the Association or other person in return for any services genuinely rendered to the Association.

24. INTERNAL DISPUTES:

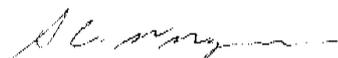
The Management committee will ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- (a) the appointment of an independent person to arbitrate in the dispute;
- (b) a process to bring the parties together to resolve the dispute at an early stage;
- (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case;
- (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as a "a centre for dispute settlement".

26. COMPLAINTS:

The Management Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

This is a true copy of the Constitution of The Hypoglycemic Health Association of Australia and signed by



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S.C. McNaughton  
President  
THE HYPOGLYCEMIC HEALTH ASSOCIATION OF AUSTRALIA

Date:....15 July 1999.....