

1. NAME

The name of the association governed by these Rules is The Channel 7 Children's Research Foundation of South Australia Incorporated ("the **Foundation**").

2. INTERPRETATION

2.1. In these Rules, unless otherwise defined or the context requires otherwise:

"**Act**" means the *Associations Incorporation Act 1985 (SA)*;

"**Annual General Meeting**" means a meeting of the members of the Foundation held at least once every calendar year and convened in accordance with these Rules;

"**Board**" means the governing body of the Foundation;

"**Board Member**" means a member of the Board;

"**Executive Director**" or "**Treasurer**" means those respective officers of the Board;

"**General Meeting**" means a general meeting of Members convened in accordance with the relevant Rule;

"**Member**" means a member of the Foundation;

"**Nominations Committee Charter**" means the charter setting out the process for receiving and assessing nominations for the Board;

"**Poll**" means a secret ballot of the Members;

"**Regulations**" means the *Associations Incorporation Regulations 2008 (SA)*;

"**Research Committee**" means the Committee appointed pursuant to clause 19; and

"**Rules**" means these rules.

2.2. In these Rules, unless it is stated to the contrary:

2.2.1. the singular includes the plural and conversely;

2.2.2. where a word or phrase is given a defined meaning in these Rules, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;

- 2.2.3. a reference to a communication being “in writing” includes writing in electronic format, including e-mail and any other modes of representing or reproducing words in a visible form;
- 2.2.4. a reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- 2.2.5. a reference to a person includes an actual person, partnership, body corporate, association, governmental authority or agency and any successor or replacement body to any of them;
- 2.2.6. a reference to a document (including these Rules) is to the document as amended, varied, supplemented, novated or replaced, except to the extent prohibited by that document;
- 2.2.7. words following the word “including” or “for example” are not limited by anything preceding that word;
- 2.2.8. references to agree, approve or consent are references to agreement, approval or consent (as the case may be) in writing; and
- 2.2.9. headings are used for convenience only and do not affect interpretation.

3. OFFICE

The office of the Foundation shall be co-located at the premises of Novita Children’s Services, 171 Days Road, Regency Park, South Australia 5010, or such other premises as the Members may from time to time decide.

4. OBJECTS

The objects of the Foundation shall be:

- 4.1. primarily to promote health, educational or social research and to encourage and advance investigation into the cause, prevention, diagnosis and treatment of any condition which may affect the general health, education or welfare of children and in any or all of those branches of science which are relevant or related thereto;
- 4.2. to establish a separate research fund to be used exclusively for research purposes into which all moneys, gifts and bequests towards such research fund and in respect of which deductions for taxation purposes shall be obtained must be paid and which must be used exclusively towards the financing of the research purposes of the Foundation and for no other purpose;

- 4.3. to receive funds from members of the public so as to contribute to the funds of the Foundation;
- 4.4. to borrow and raise money for or in connection with the purposes of the Foundation in any manner whatsoever and in particular by mortgaging or charging the property of the Foundation or any part thereof;
- 4.5. to promote, obtain and achieve any object of the Foundation in conjunction with or through the facilities available in any established public hospital, established University, or recognised research institute approved by the relevant authority;
- 4.6. to invest any moneys and funds of the Foundation which are not immediately required in such investments as may be authorised by the instrument of gift (if any) of such moneys or funds or of the moneys or property from which the same shall have arisen or in the absence of any such instrument in investments authorised by law for the time being in force in any of the States or Territories of the Commonwealth of Australia for the investment of trust funds or in the purchase of freehold or Crown Leasehold land in the Commonwealth of Australia. Nothing in this clause 4.6 shall prevent the Foundation from the full exercise of any discretion or authority given by the donor in the choice of investments and whether the same may be of wasting speculative or reversionary nature or otherwise.

All investments may be varied or transposed from time to time into or for other investments authorised according to the provisions of this clause with respect to the original investments or the proceeds thereof. No person dealing with the Foundation shall be concerned to enquire whether the Foundation is complying with the provisions of this clause with respect to any investment or proposed investment of the moneys of the Foundation;

- 4.7. to accept from members of the public, subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received, for the purposes of the Foundation as aforesaid and generally to manage, invest and expend all moneys and property belonging to the Foundation. In case the Foundation shall take or hold any property which may be subject to any trusts the Foundation shall only deal with the same in such manner as allowed by law having regard to such trust;
- 4.8. in pursuance of the objects and powers of the Foundation and subject to clause 4.2 to make subscriptions and donations to or to become a member of and co-operate with any other body or persons, corporate or incorporate, whose objects are altogether or in part similar to those of the Foundation;

- 4.9. to purchase or otherwise acquire land, or any legal or equitable interests therein to the extent permitted by law for any estate or interest and to sell, transfer, lease and otherwise deal with such land or interests therein;
- 4.10. to encourage, assist and arrange for medical practitioners, scientists, students and others to come to South Australia for the purpose of medical research and for teaching and demonstrating in Australia the results of their research;
- 4.11. to consider and advise as to any course of study or technical training calculated to promote and ensure the fitness of persons desirous of undertaking research;
- 4.12. to encourage, arrange for and assist students, medical practitioners, scientists and others from Australia and from abroad to undertake research in, or led from, South Australia in the matters referred to in clause 4.1;
- 4.13. to publish such periodicals books or leaflets as the Foundation may think desirable for the promotion of its objects including the results of any research;
- 4.14. to consider questions affecting the interests of research in child health, education or welfare;
- 4.15. to employ such officers and servants as the Foundation may deem necessary and to pay such sums to officers and servants as may seem reasonable and proper;
- 4.16. to provide or arrange for clerical and technical assistance;
- 4.17. to do all such other lawful things as are conducive or incidental to the attainment of any of the above objects.

5. POWERS

- 5.1. The association shall have all the powers of the association conferred by section 25 of the Act.
- 5.2. Subject to the Act and the remainder of these Rules and to further the objects set out in clause 4, the Foundation shall have power to:
 - 5.2.1. invest and deal with monies of the Foundation not immediately required in such manner as is from time to time thought fit;
 - 5.2.2. raise or borrow money upon such terms and in such manner as it thinks fit;
 - 5.2.3. delegate in writing the exercise of all or any of the powers or discretionary authorities hereby conferred on the Foundation and to execute any powers of attorney or other instruments necessary to effect such a delegation;
 - 5.2.4. act as trustee;

- 5.2.5. accept and hold upon trust real and personal property;
- 5.2.6. give such security for the discharge of liabilities incurred by the association as the association thinks fit;
- 5.2.7. appoint agents to transact any business of the association on its behalf;
- 5.2.8. enter into any other contract it considers necessary or desirable; and
- 5.2.9. do all other things that are incidental or conducive to the attainment of the objects and the exercises of the powers of the Foundation.

6. MEMBERSHIP

- 6.1. The following persons or entities shall be entitled to be Members:
 - 6.1.1. Channel Seven Adelaide, which shall be entitled to appoint three (3) representatives at any General Meeting;
 - 6.1.2. Novita Children's Services, the Women's and Children's Health Network, The University of Adelaide, University of South Australia and Flinders University, each of which shall be entitled to appoint one representative at any General Meeting;
 - 6.1.3. such other Members as the Board may from time to time appoint, including members of the clinical staff of Novita Children's Services and the Women's and Children's Health Network.
- 6.2. The Executive Director must keep and maintain a register of Members containing:
 - 6.2.1. the name and address of each Member;
 - 6.2.2. the date on which each Member was entered on the register; and
 - 6.2.3. the date, if any, on which each Member ceased to be a Member.
- 6.3. A Member may resign membership at any time by notice in writing to the Board. Such resignation will take effect on the date of receipt by the Board or such later date as specified in the notice and agreed by the Board.
- 6.4. If any Member shall refuse or neglect to comply with any provision of the Rules or shall in the opinion of the Board or other Members be guilty of any conduct considered unbecoming of a Member or prejudicial to the interests of the Foundation, such Member may be expelled by resolution of the Members in General Meeting.

- 6.4.1. A resolution of the Members to expel a Member may only be made where the Board has given the Member not less than 14 (fourteen) days' notice of the remaining Members' intention to consider the matter. Such notice should state the grounds, facts or opinions on which it is based.
- 6.4.2. Any such Member shall be entitled to attend at the General Meeting at which such resolution is to be moved and to address the Members before the motion for expulsion is moved.
- 6.4.3. Any resolution under this Rule shall require for its passage not less than three quarters of the votes of remaining Members who are then entitled to vote, whether in person or by proxy at the General Meeting.

7. ANNUAL GENERAL MEETINGS

- 7.1. The Annual General Meeting of Members shall be held once in every calendar year within five (5) months of the end of each financial year of the Foundation.
- 7.2. The business to be transacted at the Annual General Meeting shall include:
 - 7.2.1. presentation of the Annual Report of the Board;
 - 7.2.2. presentation of the Balance Sheet as at the end of the financial year and a statement of income and expenditure or a profit and loss account for the financial year immediately preceding the date of the Annual General Meeting and the report of the Auditor on the financial affairs of the Foundation;
 - 7.2.3. election of Patrons;
 - 7.2.4. election of Auditor;
 - 7.2.5. election of Executive Director;
 - 7.2.6. election of Treasurer; and
 - 7.2.7. election of Board Chairperson and Deputy Chairperson.

8. OTHER GENERAL MEETINGS

- 8.1. There shall be such other General Meetings of Members as the Board may from time to time determine.
- 8.2. All General Meetings other than the Annual General Meeting are special General Meetings ("**Special General Meeting**").

- 8.3. The Board shall convene a Special General Meeting upon a requisition in writing under the hands of not fewer than nine (9) Members, or a majority of the Members if the number of Members shall not exceed nine (9).
- 8.3.1. Such requisition shall clearly and fully express the intended business of the Special General meeting required to be called and shall be served on the Board by being left at or posted by registered pre-paid mail to the Office of the Foundation.
- 8.3.2. Upon such requisition being received the Executive Director shall forthwith proceed to convene a Special General Meeting to be held at such time and place as it shall think fit, not being more than 28 days thereafter, setting out the business to be discussed.
- 8.3.3. No business shall be transacted at any Special General Meeting called pursuant to the provisions of this clause 8.3 except as set out in the notice convening the Special General Meeting.

9. NOTICE OF GENERAL MEETINGS

- 9.1. Not less than fourteen (14) days' notice of a General Meeting of the Foundation shall be given to every Member.
- 9.2. Notice shall be deemed to have been given if:
- 9.2.1. an advertisement setting out the time, date and place of such meeting has been inserted once in the Public Notices column of a daily newspaper circulating in Adelaide not later than fourteen (14) clear days prior to the date of a General Meeting; or
- 9.2.2. notice is given by electronic mail to the last known email address of a Member, not later than fourteen (14) clear days prior to the date of a General Meeting; or
- 9.2.3. notice is given by post to the last known address of a Member not later than fourteen (14) clear days prior to the date of a meeting.
- 9.3. The notices so given shall be deemed to be received by the Member on the day calculated under clause 9.2, notwithstanding that it may not reach such Member by that day or at all.

10. GENERAL MEETINGS

- 10.1. The Chairperson of the Board shall preside at all General Meetings of the Foundation. If the Chairperson is unable to preside at a General Meeting the Deputy Chairperson or such other person nominated at the General Meeting shall do so.

10.2. The quorum for any General Meeting shall be six (6) Members (in the case of a body corporate Member, its appointed representative shall be counted in the quorum).

10.3. Voting and Polls at General Meeting

10.3.1. Upon any question arising at a General Meeting of the Foundation, each Member (or in the case of a body corporate Member, its representative) shall have one vote except when acting as Chairperson.

10.3.2. The Chairperson of the General Meeting shall have a casting vote as well as a deliberative vote.

10.3.3. All votes shall be given personally or by proxy.

10.3.4. Unless a poll is demanded, a question for decision at a General Meeting will be determined by a show of hands.

10.3.5. If at a General Meeting a poll is first demanded before the vote by not less than three (3) Members, it must be taken at that General Meeting in such manner as the Chairperson or such other person presiding under clause 10.1 may direct and the resolution on the poll shall be deemed to be a resolution of the General Meeting on that question.

10.3.6. In the event of equality of voting on a question the resolution will be deemed lost.

10.3.7. In respect of:

(a) a special resolution, it shall be passed if at least three quarters of the Members entitled to vote on the resolution, vote in favour of it in person or by proxy; and

(b) an ordinary resolution, it shall be passed if a simple majority of the Members entitled to vote on the resolution, vote in favour of it in person or by proxy.

10.4. Each Member is entitled to appoint another Member (or in the case of another Member that is a body corporate, its representative) as a proxy by notice given to the Executive Director no later than twenty four (24) hours before the time of the General Meeting in respect of which the proxy is appointed.

11. SPECIAL AND ORDINARY RESOLUTIONS

11.1. Notice and passing at a General Meeting of any matter the subject of a special resolution shall be in accordance with the Act.

- 11.2. All other resolutions shall be passed as ordinary resolutions by a simple majority of Members at a General Meeting.

12. BOARD

- 12.1. The affairs of the Foundation shall be managed by the Board.
- 12.2. The Board has the management and control of the funds and other property of the Foundation.
- 12.3. Subject to the Act and the remainder of these Rules, the Board:
- 12.3.1. shall administer the Research Foundation, promote the objects and purposes of the Foundation in accordance with these Rules and cause all proper and necessary records and accounts to be kept;
 - 12.3.2. shall control and manage the business and affairs of the Foundation;
 - 12.3.3. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members;
 - 12.3.4. has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Foundation; and
 - 12.3.5. has power to delegate in writing the exercise of the day to day management and operations of the Foundation to persons employed, or appointed to committees/sub-committees, by the Foundation and to execute any powers of attorney or other instruments necessary to effect such a delegation.
- 12.4. The Board shall consist of not more than thirteen (13) persons and shall include:
- 12.4.1. five (5) representatives of Channel Seven Adelaide;
 - 12.4.2. one representative of the Board of Novita Children's Services;
 - 12.4.3. one representative of the Women's and Children's Health Network as nominated by the Chief Executive of the Department of Health;
 - 12.4.4. one representative of the Council of The University of Adelaide;
 - 12.4.5. one representative of the Council of Flinders University;
 - 12.4.6. one representative of the Council of the University of South Australia;

12.4.7. the Executive Director, as elected from time to time;

12.4.8. the Treasurer, as elected from time to time;

12.4.9. not more than one other co-opted person appointed from time to time by the Board,

and for the avoidance of doubt, the Chairperson and Deputy Chairperson shall be appointed from amongst these Board Members.

12.5. No employee of the Foundation shall be entitled to be a member of the Board.

12.6. The Board is empowered to act notwithstanding any vacancy thereon.

12.7. The Board shall comply with any lawful directions of any General Meeting of the Foundation.

12.8. The Board shall cause books to be provided and kept and true and accurate accounts entered therein of all moneys received and paid by, and all moneys owing to and by, the Foundation and of the purposes for which moneys have been received, paid and are owing and all of the assets and liabilities of the Foundation.

12.9. The Board must approve all research that is funded by the Foundation. No actual research is to be undertaken unless first approved by the Board on the recommendation of the Research Committee.

13. TERM AND APPOINTMENT OF BOARD MEMBERS

13.1. A Board Member shall hold office for a period of twelve (12) months commencing from the date of their last Annual General Meeting at which they were elected (or re-elected, as the case may be).

13.2. A Board Member's term of office commences at the end of the Annual General Meeting or, where filling a casual vacancy, Board meeting at which they are appointed and ends on the earlier of:

13.2.1. the end of the next Annual General Meeting at which they retire or are not otherwise re-elected; or

13.2.2. their expulsion or resignation from the Board.

13.3. The Board may appoint a person to fill a casual vacancy, and such a Board Member shall hold office until the next Annual General Meeting of the Foundation.

14. ELECTION OF EXECUTIVE DIRECTOR AND TREASURER

- 14.1. Nominations for election as Executive Director, Treasurer, Deputy Chairperson and Chairperson must be made to the Nominations Committee in accordance with the Nominations Committee Charter.
- 14.1.1. Where a duly completed nomination form is received by the Nominations Committee, the Board must consider, accept or reject the nomination in accordance with the Nominations Committee Charter.
- 14.1.2. If a nomination is accepted, the nominee will be notified in writing and their name included as a candidate for election to the relevant position in the notice of General Meeting to Members at which the election is held.
- 14.2. If the number of accepted nominees exceeds the number of vacancies to be filled, an election must be held in which votes may be cast on a show of hands or by secret ballot as the Chairperson may direct.

15. DISQUALIFICATION OF BOARD MEMBERS

- 15.1. A Board Member ceases to hold office if they:
- 15.1.1. in the case of a body corporate Member of which the Board Member is their appointed representative, the representative ceases to be employed by the Member and the Member chooses to appoint a replacement representative;
- 15.1.2. become an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*;
- 15.1.3. become an undischarged bankrupt;
- 15.1.4. resign from office by notice in writing given to the Executive Director or in the case of resignation by the Executive Director, notice in writing given to the Chairperson;
- 15.1.5. are removed or expelled from office under the Act or these Rules;
- 15.1.6. become a mentally incapacitated person;
- 15.1.7. are absent without the consent of the Board from at least three (3) consecutive meetings of the Board;
- 15.1.8. are convicted of an indictable offence; or
- 15.1.9. become otherwise ineligible to serve as a Board Member or be elected as a Board Member under the Act.

16. CHAIRPERSON AND DEPUTY CHAIRPERSON

- 16.1. A Chairperson and Deputy Chairperson of the Board shall be elected at the Annual General Meeting, in such manner as the Board may direct. They shall hold office until the conclusion of the next Annual General Meeting.
- 16.2. No person shall be eligible for election as Chairperson or Deputy Chairperson of the Board unless he/she has previously been a member of the Board.

17. PROCEEDINGS OF THE BOARD

- 17.1. The Board shall meet at such times as it may deem necessary and may regulate the proceedings at such meetings in any manner which the Board sees fit.
- 17.2. A Special Meeting of the Board may be called at any time by the Chairperson or Deputy Chairperson and shall be called upon request in writing delivered to the Office of the Foundation and signed by any four (4) members of the Board.
- 17.3. The Board may delegate to the Executive Director for the time being such of its powers and for such period as it thinks fit.
- 17.4. The quorum for a Board Meeting shall be at least one half of the members thereof.
- 17.5. The Chairperson of the Board shall have the right to preside at all Board Meetings and shall have a casting vote as well as a deliberative vote.
- 17.6. If the Chairperson is unwilling or unable to preside at a Board Meeting the Deputy Chairperson shall take the chair and in default a person elected by the meeting shall preside. The person presiding shall for that meeting have the voting rights of the Chairperson.
- 17.7. Minutes shall be kept of the proceedings of every Board Meeting and shall be submitted for confirmation at the next Board Meeting.
- 17.8. The Board shall control the finances of the Foundation and shall consider all items of expenditure.
- 17.9. The financial and business year of the Foundation shall end on 30th June in each year or on such other date as the Board may from time to time determine.
- 17.10. Without limiting the discretion of the Board to regulate meetings under clause 17.1, a meeting of the Board may consist of a conference between Board Members some or all of whom are in different places, provided that each Board Member who participates is able:
 - 17.10.1. to hear each of the other participating Board Members addressing the meeting; and

17.10.2. if he or she wishes, to address each of the other participating Board Members simultaneously,

whether in person, by telephone or video conference or any other form of communications equipment.

18. WRITTEN RESOLUTIONS

18.1. If all the members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board on the day on which the document was signed and at the time at which the document was last signed by a Board Member, or if the Board Members sign the document on different days then on the day on which and at the time at which the document was last signed by a Board Member.

18.2. For the purposes of clause 18.1, two or more separate documents containing statements in identical terms, each of which is signed by one or more Board Members, shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

18.3. A reference in clause 18.1 to all members of the Board does not include a reference to a Board Member who at a meeting of the Board would not be entitled to vote on the resolution.

19. RESEARCH COMMITTEE

19.1. The Board shall appoint a Research Committee which shall exclusively deal with all matters concerning research programs and shall have the following exclusive powers and duties:

19.1.1. to determine the nature and extent of all research programs to be supported by the Foundation;

19.1.2. to make all necessary arrangements with such institutions as are approved research institutes for the purposes of the Income Tax Assessment Act 1936-1972 or any Act of the Parliament of the Commonwealth of Australia amending the same or substituted therefore and which have been approved as research institutes for the purposes of that Act or such Acts by the relevant authority, as the Research Committee may determine to enable the research programs of the Foundation to be carried into effect;

19.1.3. to engage on such terms and conditions as the Research Committee may determine but subject to the approval of the Board, medical practitioners,

scientists, and assistants to undertake the research programs of the Foundation;

- 19.1.4. subject also to such approval to purchase, lease or otherwise acquire all equipment required by the Foundation to carry out its research programs;
 - 19.1.5. to ensure that all research is undertaken under the direction or supervision of qualified medical practitioners or scientists and is approved by the Committee;
 - 19.1.6. to make the results of such research freely available for publication in the scientific press.
- 19.2. Subject to clauses 19.1 and 19.3 hereof, members of the Research Committee shall not exceed eight (8) persons and shall be approved persons suitably qualified to assess research.
- 19.3. The Research Committee shall consist of:
- 19.3.1. one representative from the Board who need not be qualified in respect of research;
 - 19.3.2. one representative of the Women's and Children's Health Network qualified to assess health, educational or social research nominated by the Chief Executive of the Department of Health and Ageing;
 - 19.3.3. one representative of the University of Adelaide qualified to assess health, educational or social research nominated by the Council of the University of Adelaide;
 - 19.3.4. one representative of the Flinders University qualified to assess health, educational or social research nominated by the Council of Flinders University;
 - 19.3.5. one representative from the University of South Australia qualified to assess health, educational or social research nominated by the Council of the University of South Australia; and
 - 19.3.6. such other persons qualified to assess health, educational or social research as the Board shall decide.
- 19.4. The Board may at any meeting fill any casual vacancy that has occurred in the Research Committee, subject to the approval of the relevant authority, in each case.

- 19.5. The Chairperson of the Research Committee shall be appointed by the Board and shall make reports on the activities of the Research Committee to the Board. He/she shall, on request of the Board, produce any relevant book, record, document, statement or thing relating thereto.
- 19.6. The quorum for any meeting shall be not less than one half of the members.
- 19.7. In the absence of the Chairperson the members present shall elect one of their number to preside.
- 19.8. Motions shall be resolved by a majority of votes of the members present and voting and in the case of equality of votes, the person presiding, at the meeting shall have a second or casting vote.
- 19.9. The Research Committee shall have power, subject to the approval of the Board and the relevant authority, to co-opt for such period as it shall think fit other persons who need not be members of the Foundation or Board and who possess qualifications in medical research which in the opinion of the Research Committee would be of assistance.
- 19.10. Minutes shall be kept of the proceedings of every committee meeting and shall be submitted for confirmation at the next such committee meeting and a copy shall also be forwarded to the Board for its consideration.

20. DUTIES AND RESPONSIBILITIES OF THE TREASURER

- 20.1. There shall be a Treasurer whose duties shall include the preparation of all accounts and responsibility for the collection of all money and its payment into the appropriate accounts.
- 20.2. The Treasurer shall be a member of the Board.
- 20.3. The Treasurer shall be responsible for the safe custody of all moneys of the Foundation.
- 20.4. The Treasurer shall keep or cause to be kept in separate books maintained for the purposes:
 - 20.4.1. a record of investments; and
 - 20.4.2. a proper record of all financial transactions of the Foundation.
- 20.5. The Treasurer shall produce at each meeting of the Board such financial statements as the Board directs.
- 20.6. As soon as practicable after the close of the financial year the Treasurer shall prepare and produce to the Board the Balance Sheet, and statements of Income

and Expenditure made up to the end of the preceding financial year, together with the report of the Auditor thereon.

21. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

- 21.1. The Executive Director in addition to the duties specified by these Rules shall, subject to the directions of the Board and of these Rules, be responsible for the management of the affairs of the Foundation.
- 21.2. The Executive Director shall attend all meetings of the Foundation and Board.
- 21.3. The Executive Director shall be a member of the Board.
- 21.4. The Executive Director shall be the Public Officer of the Foundation.
- 21.5. The Executive Director shall be responsible for the safe custody of all books, documents and other records of the Foundation.
- 21.6. The Executive Director shall keep or cause to be kept and maintained in separate books:
 - 21.6.1. the Minutes of all meetings of the Foundation, the Board and Research Committee;
 - 21.6.2. a record of all land and buildings owned by and under the control of the Foundation or in which the Foundation has an estate or interest either at law or in equity;
 - 21.6.3. a record of the use of the common seal of the Foundation; and
 - 21.6.4. all such other records as the Board shall from time to time direct or as may be required by law.
- 21.7. The Board shall appoint an Executive Director in the event of a casual vacancy, in accordance with the requirements of clause 13.3.

22. STAFF

- 22.1. The Board shall appoint and determine the remuneration of such salaried officers and other staff as it deems necessary.
- 22.2. The staff shall, subject to the terms of any service agreement, hold office during the pleasure of the Board.
- 22.3. Salaried officers of the Board shall not be entitled to vote at meetings of the Board or at any committee appointed by the Board.

23. SEALHOLDERS

There shall be five (5) seal holders of the Foundation appointed from time to time from Board Members (each a “**Seal Holder**”).

- 23.1. Any Seal Holder may by notice in writing delivered to the Executive Director resign their office as Seal Holder.
- 23.2. The Board may from time to time fill a vacancy in the office of a Seal Holder.
- 23.3. A person shall hold office as a Seal Holder only as long as they are a Board Member.
- 23.4. The common seal shall have the name of the Foundation inscribed upon it and such Common Seal shall be held for safe custody by the Executive Director.
- 23.5. The common seal shall not be affixed to any deed, instrument or document except pursuant to a resolution passed at a meeting of the Board, and in the presence of at least two (2) Seal Holders except that the Seal may be affixed provided that (a) the affixing thereof shall be reported to the next Board Meeting for confirmation and (b) the two (2) Seal Holders signing the relevant deed, instrument or document must not be employees or representatives of the same Member organisation.

24. OPERATION OF BANK ACCOUNTS

- 24.1. Payments drawn from bank accounts of the Foundation shall be authorised by such persons as the Board may from time to time appoint for that purpose.

25. INDEMNITY

- 25.1. The Foundation indemnifies each officer and Board Member of the Foundation against any liability incurred by him or her in defending any proceedings:
 - 25.1.1. whether civil or criminal;
 - 25.1.2. in respect of any allegation or claim of negligence, default, breach of duty or breach of trust in relation to the Foundation; and
 - 25.1.3. in which judgement is given in his or her favour or in which he or she is acquitted.

26. ALTERATION OF RULES

- 26.1. These Rules may be altered by special resolution of the Members provided that no alterations shall be made to the objects of the Foundation which would render the registration of the Foundation under the Act liable to be cancelled or would cause

any donations to the Foundation received as tax deductible (whether made before or after any addition repeal or amendment) to be other than allowable deductions.

26.2. The alteration shall be registered with Consumer and Business Services (or its successor), as required by the Act.

27. WINDING UP

27.1. The Foundation may be wound up in the manner provided in the Act.

27.2. The Association shall not be dissolved except by the approval of not less than three-quarters of Members present and voting at a meeting called for that purpose of which not less than thirty (30) days written notice including notice of the proposed dissolution has been distributed to all Members.

27.3. On dissolution all property remaining after compliance with legal obligations and payment of all legal liabilities shall be transferred to such other body for promoting similar objects as shall be approved by the Foundation formed, provided that:

27.3.1. such other body shall also prohibit the distribution of income and property to the members to the extent stated herein; and

27.3.2. such organisation, or organisations, shall be identified and determined by a resolution of Members at a General Meeting.