

1. NAME

The name of the Association shall be The Channel 7 Children's Research Foundation of South Australia Incorporated.

2. OFFICE

The office of the Foundation shall be Novita Children's Services, 171 Days Road, Regency Park, South Australia 5010, or such other office as the members of the Foundation may from time to time decide.

3. OBJECTS

The objects of the Foundation shall be:

- 3.1 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.
- 3.2 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.
- 3.3 To receive funds from members of the public so as to contribute to the funds of the Foundation.
- 3.4 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.
- 3.5 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 Director General of Health of the Australian Government Department of Health and Ageing.
- 3.6 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 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 paragraph with respect to any investment or proposed investment of the moneys of the Foundation.

- 3.7 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 belongings 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.
- 3.8 In pursuance of the objects and powers of the Foundation and subject to sub-clause 3.2 hereof 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.
- 3.9 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.
- 3.10 To encourage, assist and arrange for medical practitioners, scientists, students and others to come to Australia for the purpose of medical research and for teaching and demonstrating in Australia the results of their research.
- 3.11 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.
- 3.12 To encourage, arrange for and assist students, medical practitioners, scientists and others from Australia and from abroad to undertake research in the matters referred to in paragraph 3.1 hereof.

- 3.13 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.
- 3.14 To consider questions affecting the interests of research in child health, education or welfare.
- 3.15 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.
- 3.16 To provide or arrange for clerical and technical assistance.
- 3.17 To do all such other lawful things as are conducive or incidental to the attainment of any of the above objects.

4. MEMBERSHIP

- 4.1 The following shall be entitled to be Members of the Foundation:
 - 4.1.1 Channel Seven Adelaide, which shall be entitled to appoint three representatives at any General Meeting.
 - 4.1.2 Novita Children's Services, the Women's and Children's Health Network, The University of Adelaide, The University of South Australia and Flinders University, each of which shall be entitled to appoint one representative at any General Meeting.
 - 4.1.3 Such other members as the Board of the Foundation 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.
- 4.2 A member may resign membership at any time by notice in writing to the Board.
- 4.3 If any member shall refuse or neglect to comply with any provision of the Rules of the Foundation or shall in the opinion of the Board be guilty of any conduct deemed by the Board to be unbecoming of a member or prejudicial to the interests of the Foundation, such member may be expelled by resolution of the Board provided that the Board shall have previously given the member not less than 14 (fourteen) days notice of the Board's intention to consider the matter. Such resolution need not state the grounds, facts or opinions on which it is based. Any resolution under this rule shall require for its passage a simple majority of the votes of the members of the Board present and voting at the meeting. Any such member shall be entitled to attend at the Board meeting at which such resolution is to be moved and to address the Board thereon before the motion for expulsion is moved.

5. ANNUAL GENERAL MEETINGS

- 5.1 The Annual General Meeting of members of the Foundation shall be held once in every calendar year within 5 (five) months of the end of each financial year of the Foundation.
- 5.2 The business to be transacted thereat shall include:
- 5.2.1 Presentation of the Annual Report of the Board.
 - 5.2.2 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 meeting and the report of the Auditor on the financial affairs of the Foundation.
 - 5.2.3 Election of Patrons.
 - 5.2.4 Election of Auditor.
 - 5.2.5 Election of Executive Director.
 - 5.2.6 Election of Treasurer.
 - 5.2.7 Election of Board Chairperson and Deputy Chairperson.

6. OTHER GENERAL MEETINGS

- 6.1 There shall be such other General Meetings of members of the Foundation as the Board may from time to time determine.
- 6.2 The Board shall convene a special General Meeting of the Foundation upon a requisition in writing under the hands of not fewer than 9 (nine) members of the Foundation, or a majority of the members if the number of members shall not exceed 9 (nine).
- 6.2.1 Such requisition shall clearly and fully express the intended business of the 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.
 - 6.2.2 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.

- 6.2.3 No business shall be transacted at any Special General Meeting called pursuant to the provisions of this rule except such as shall be set out in the notice convening the meeting.

7. NOTICE OF GENERAL MEETINGS

- 7.1 Not less than 14 days notice of a General Meeting of the Foundation shall be given to every member provided that this clause shall be deemed to have been complied with if an advertisement setting out the time, date and place of such meeting shall have been inserted once in the Public Notices column of a daily newspaper circulating in Adelaide not later than 14 (fourteen) clear days prior to the date of such a meeting. Notice may alternatively be given by either electronic mail or post to the last known address of a Member. The notices so given shall be deemed to be received by the member on the day following that on which it was posted notwithstanding that it may not reach such member.

8. GENERAL MEETINGS

- 8.1 The Chairperson of the Board if he/she shall so desire shall preside at all General Meetings of the Foundation.
- 8.2 The Chairperson of the Meeting shall have a casting vote as well as a deliberative vote.
- 8.3 The quorum for any General Meeting shall be 4 representatives or members.
- 8.4 Every member or in the case of a company, firm, club, association or body of persons its representative shall have one vote except when acting as Chairperson who shall also have a casting vote.
- 8.5 Voting at a General Meeting shall be by a show of hands unless a ballot is first demanded by any three members or representatives present in which case it shall be by ballot. The time and place of the ballot shall be forthwith determined by the Chairperson.

9. BOARD

- 9.1 The affairs of the Foundation shall be managed by a Board of Directors (in these rules called "the Board").

- 9.2 The management of the Foundation and of its business, property and affairs is by these rules vested in the Board and it 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.
- 9.3 The Board shall consist of not more than 11 (eleven) persons and shall include:
- 9.3.1 Three representatives of Channel Seven Adelaide.
 - 9.3.2 One representative of the Board of Novita Children's Services.
 - 9.3.3 One representative of the Women's and Children's Health Network as nominated by the Chief Executive of the Department of Health.
 - 9.3.4 One representative of the Council of The University of Adelaide.
 - 9.3.5 One representative of the Council of Flinders University.
 - 9.3.6 One representative of the Council of The University of South Australia.
 - 9.3.7 The Executive Director, as appointed from time to time by the Board.
 - 9.3.8 The Treasurer, as appointed from time to time by the Board.
 - 9.3.9 Not more than one other co-opted person appointed from time to time by the Board.
- 9.4 No employee of the Foundation shall be entitled to be a member of the Board.
- 9.5 The Board is empowered to act notwithstanding any vacancy thereon.
- 9.6 The Board shall comply with any lawful directions of any General Meeting of the Foundation.
- 9.7 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 several purposes for which moneys shall have been received and paid and owing and all of the assets and liabilities of the Foundation.
- 9.8 No actual research is to be undertaken unless first approved by the Board on the recommendation of the Research Committee and then carried out under the direction of such Committee.

10. CHAIRPERSON & DEPUTY CHAIRPERSON

- 10.1 A Chairperson and Deputy Chairperson of the Board shall be elected at the Annual General Meeting and they shall hold office until the conclusion of the next Annual General Meeting.
- 10.2 No person shall be eligible for election as Chairperson or Deputy Chairperson of the Board unless he/she shall have previously been a member of the Board.

11. PROCEEDINGS OF THE BOARD

- 11.1 The Board shall meet at such times as it may deem necessary.
- 11.2 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 members of the Board.
- 11.3 The Board may delegate to the Executive Director for the time being such of its powers and for such period as it thinks fit.
- 11.4 The quorum for a Board Meeting shall be at least one half of the members thereof.
- 11.5 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.
- 11.6 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.
- 11.7 Minutes shall be kept of the proceedings of every Board Meeting and shall be submitted for confirmation at the next Board Meeting.
- 11.8 The Board shall control the finances of the Foundation and shall consider all items of expenditure.
- 11.9 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.

12. WRITTEN RESOLUTIONS

- 12.1 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 in different days then on the day on which and at the time at which the document was last signed by a Board Member.
- 12.2 For the purposes of Clause 12.1, 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.
- 12.3 A reference in Clause 12.1 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.

13. MEETINGS USING TECHNOLOGY

- 13.1 A meeting of the Board may be held with one or more Board Member(s) taking part by telephone, and such Board Member shall be regarded as present at the meeting if the meeting is conducted so that such Board Member is able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.
- 13.2 Without limiting Clause 13.1, a meeting of the Board may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days notice.
- 13.3 A meeting conducted in accordance with this clause shall be deemed to be held at such place as shall be agreed upon by the Board, provided that at least one of the Board Members present at the meeting was at such place for the duration of that meeting.

14. RESEARCH COMMITTEE

- 14.1 The Board shall appoint a Research Committee which shall exclusively deal with all matters concerning the Research Programme and shall have the following exclusive powers and duties:

- 14.1.1 to determine the nature and extent of all research programmes to be supported by the Foundation.
- 14.1.2 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 Director General of Health as the Committee may determine to enable the research programmes of the Foundation to be carried into effect.
- 14.1.3 to engage on such terms and conditions as the Committee may determine but subject to the approval of the Board, medical practitioners, scientists, and assistants to undertake the research programmes of the Foundation.
- 14.1.4 subject also to such approval to purchase, lease or otherwise acquire all equipment required by the Foundation to carry out its research programmes.
- 14.1.5 to ensure that all research is undertaken under the direction or supervision of qualified medical practitioners or scientists and is approved by the Committee.
- 14.1.6 to make the results of such research freely available for publication in the scientific press.
- 14.2 Subject to sub-clause 14.1 hereof members of the Research Committee shall not exceed 8 (eight) and shall be predominantly persons suitably qualified to assess research and who must be approved by the Director General of Health before acting on such committee.
- 14.3 The Research Committee shall consist of:
 - 14.3.1 One representative from the Board who need not be qualified in respect of research.
 - 14.3.2 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.
 - 14.3.3 One representative of the University of Adelaide qualified to assess health, educational or social research nominated by the Council of the University of Adelaide.

- 14.3.4 One representative of the Flinders University qualified to assess health, educational or social research nominated by the Council of Flinders University.
- 14.3.5 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.
- 14.3.6 Such other persons qualified to assess health, educational or social research as the Board shall decide.
- 14.4 The Board may at any meeting fill any casual vacancy that has occurred in the Research Committee subject to the approval of the Director General of Health in each case.
- 14.5 The Chairperson of the Research Committee shall be appointed by the Board and shall make reports on the activities of the Committee to the Board. He/she shall, on request of the Board, produce any relevant book, record, document, statement or thing relating thereto.
- 14.6 The quorum for any meeting shall be not less than one half of the members.
- 14.7 In the absence of the Chairperson the members present shall elect one of their number to preside.
- 14.8 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.
- 14.9 The Committee shall have power, subject to the approval of the Board and the Director General of Health 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 Committee would be of assistance.
- 14.10 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.

15. DUTIES & RESPONSIBILITIES OF THE TREASURER

- 15.1 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.

- 15.2 The Treasurer shall be a member of the Board.
- 15.3 The Treasurer shall be responsible for the safe custody of all moneys of the Foundation.
- 15.4 The Treasurer shall keep or cause to be kept in separate books maintained for the purposes:
 - 15.4.1 A record of investments.
 - 15.4.2 A proper record of all financial transactions of the Foundation.
- 15.5 The Treasurer shall produce at each meeting of the Board such financial statements as the Board directs.
- 15.6 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.

16. DUTIES & RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

- 16.1 The Executive Director in addition to the duties specified by these Rules subject to the directions of the Board and of these Rules be responsible for the management of the affairs of the Foundation.
- 16.2 The Executive Director shall attend all meetings of the Foundation and Board.
- 16.3 The Executive Director shall be a member of the Board.
- 16.4 The Executive Director shall be the Public Officer of the Foundation.
- 16.5 The Executive Director shall be responsible for the safe custody of all books, documents, and other records of the Foundation.
- 16.6 The Executive Director shall keep or cause to be kept in separate books maintained for the purposes:
 - 16.6.1 The Minutes of all meetings of the Foundation, the Board and Research Committee.
 - 16.6.2 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.
 - 16.6.3 A record of the use of the Common Seal of the Foundation.

16.6.4 All such other records as the Board shall from time to time direct or as may be required by law.

17. STAFF

17.1 The Board shall appoint and determine the remuneration of such Salaried Officers and other staff as it deems necessary.

17.2 The Staff shall, subject to the terms of any service agreement, hold office during the pleasure of the Board.

17.3 Salaried Officers of the Board shall not be entitled to vote at meetings of the Board or at any Committee appointed by the Board.

17.4 The Board shall appoint an Executive Director as and when it shall think fit.

18. SEALHOLDERS

18.1 There shall be 5 (five) Seal Holders of the Foundation appointed from time to time from Members of the Board.

18.2 Any Seal Holder may by notice in writing delivered to the Executive Director resign his office as Seal Holder.

18.3 The Board may from time to time fill a vacancy in the Office of a Seal Holder.

18.4 A person shall hold office as a Seal Holder only as long as he is a member of the Board.

18.5 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. 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 must not be employees or representatives of the same member organisation. Every Deed, instrument or document to which the said Common Seal is so affixed shall be attested in the following form:

Given under the Common Seal of The Channel 7 Children's Research
Foundation of South Australia
Incorporated this
day of 20
in the presence of:

Seal Holders

19. OPERATION OF BANK ACCOUNTS

19.1 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.

20. INDEMNITY

20.1 Every director and other officer or servant of the Foundation shall be indemnified by the Foundation against and shall be the duty of the directors out of the funds of the Foundation to pay all costs, losses and expenses (including travelling expenses) which any of such persons may incur or in respect of which he may become liable by reason of any act or thing done by him as such member, director, officer or servant or in any other way in the proper discharge of his duties hereunder. No officer or servant of the Foundation shall be liable for the acts, receipts, neglects or defaults of any other officer or servant of the Foundation or for joining in any receipt or other act for conformity or for any loss or expense happening to the Foundation through the insufficiency and deficiency of title to any property acquired by order of the Board for or on behalf of the Foundation or for the insufficiency of deficiency of any security in or upon which any of the moneys of the Foundation shall be vested or for any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person with whom any moneys, securities or assets shall be deposited or from any loss occasioned by an error of judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties or in relation thereto unless the same happens through his own dishonesty, wilful negligence, default, breach of duty or breach of trust.

21. ALTERATION OF RULES

21.1 Subject as hereafter in this Clause appears these rules may be added to, repealed or amended at any general meeting of members by resolution of a two-thirds ($\frac{2}{3}$) majority of those present and entitled to vote and voting provided that no alternations shall be made to the objects of the Foundation which would render the registration of the Foundation under the Associations Incorporation Act of the State of South Australia 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 within the meaning of Section 78 (1) of the Income Tax and Social Services Contribution Assessment Act as amended from time to time.

22. WINDING UP

- 22.1 If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Foundation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, or any hospital or like institution which has been approved by the Commissioner of Taxation for the purpose of Section 78 (1) (a) of the Commonwealth Income Taxes and Social Services Contribution Assessment Acts as amended from time to time and which shall not be run for the profit or gain of any of its Members, such institution or institutions to be determined by the Members of the Foundation or by the Board at or before the time of dissolution.