

**CENTENARY INSTITUTE OF CANCER MEDICINE AND
CELL BIOLOGY BILL 1985**

EXPLANATORY NOTE

(This Explanatory Note relates to this Bill as introduced into Parliament)

The object of this Bill is to establish the Centenary Institute of Cancer Medicine and Cell Biology for the purposes of scientific research into cancer and related diseases.

The Bill contains the following provisions:

PART I—PRELIMINARY

Clause 1 specifies the short title of the proposed Act.

Clause 2 provides that the proposed Act will, with minor exceptions, commence on a day to be appointed by the Governor-in-Council.

Clause 3 is an interpretation provision.

**PART II—THE CENTENARY INSTITUTE OF CANCER MEDICINE AND CELL
BIOLOGY**

Clause 4 provides for the constitution of the Institute.

Clause 5 lists the objects of the Institute. Those objects include—

- (a) medical research, particularly in relation to cancer;
- (b) providing certain medical services;
- (c) participating in educational programmes in matters researched by the Institute;
and
- (d) disseminating information about the Institute.

Clause 6 specifies the powers of the Institute. In particular, the Institute may raise and borrow money for the purpose of attaining its objects.

PART III—ADMINISTRATION

Clause 7 provides for the constitution of a Board of Governors of the Institute. There will be 13 governors consisting of—

- (a) the Vice-Chancellor of the University of Sydney and the Dean of the Faculty of Medicine in the University of Sydney, or their nominees;
- (b) the Chairman of the Board and the General Superintendent of the Royal Prince Alfred Hospital, or their nominees;
- (c) 2 persons nominated by the New South Wales Minister for Health;
- (d) 2 persons nominated by the Commonwealth Minister for Health;
- (e) 4 other members of the Institute elected by the other governors; and
- (f) the Director of the Institute.

Clause 7 also gives effect to Schedule 1 (which contains provisions relating to the governors) and Schedule 2 (which contains provisions relating to the procedure of the Board).

Clause 8 provides for the Board to be the governing body of the Institute. The clause exempts the Board from section 14 of the New South Wales State Cancer Council Act 1955 so that, in exercising its functions, the Board will not be subject to the control and direction of the New South Wales State Cancer Council.

Clause 9 requires a Director of the Institute to be employed who shall supervise the work of the Institute.

Clause 10 provides for the establishment of a Development Committee for fund raising and for the establishment of other committees as required.

PART IV—MEMBERS OF THE INSTITUTE

Clause 11 states that the members of the Institute shall be the governors and persons interested in the work of the Institute who are admitted to membership by the governors.

Clause 12 limits the number of members to 70 and the numbers of members representing the Royal Prince Alfred Hospital and the University of Sydney, respectively, to 10.

Clause 13 provides for membership to cease upon resignation or termination by the Board.

Clause 14 makes provision for meetings of the members. An annual general meeting is to be held for consideration of the accounts and the annual report for the preceding year.

PART V—FINANCE

Clause 15 requires the Institute to operate a bank account for all money received.

Clause 16 specifies that the financial year of the Institute shall be the year commencing on 1 January or as prescribed.

Clause 17 requires proper accounts and records to be kept of the Institute's operations. The Treasurer is required to submit to the Board each year a statement of accounts, together with a certificate by an auditor in relation to the statement.

PART VI—MISCELLANEOUS

Clause 18 provides for the making of by-laws by the Board.

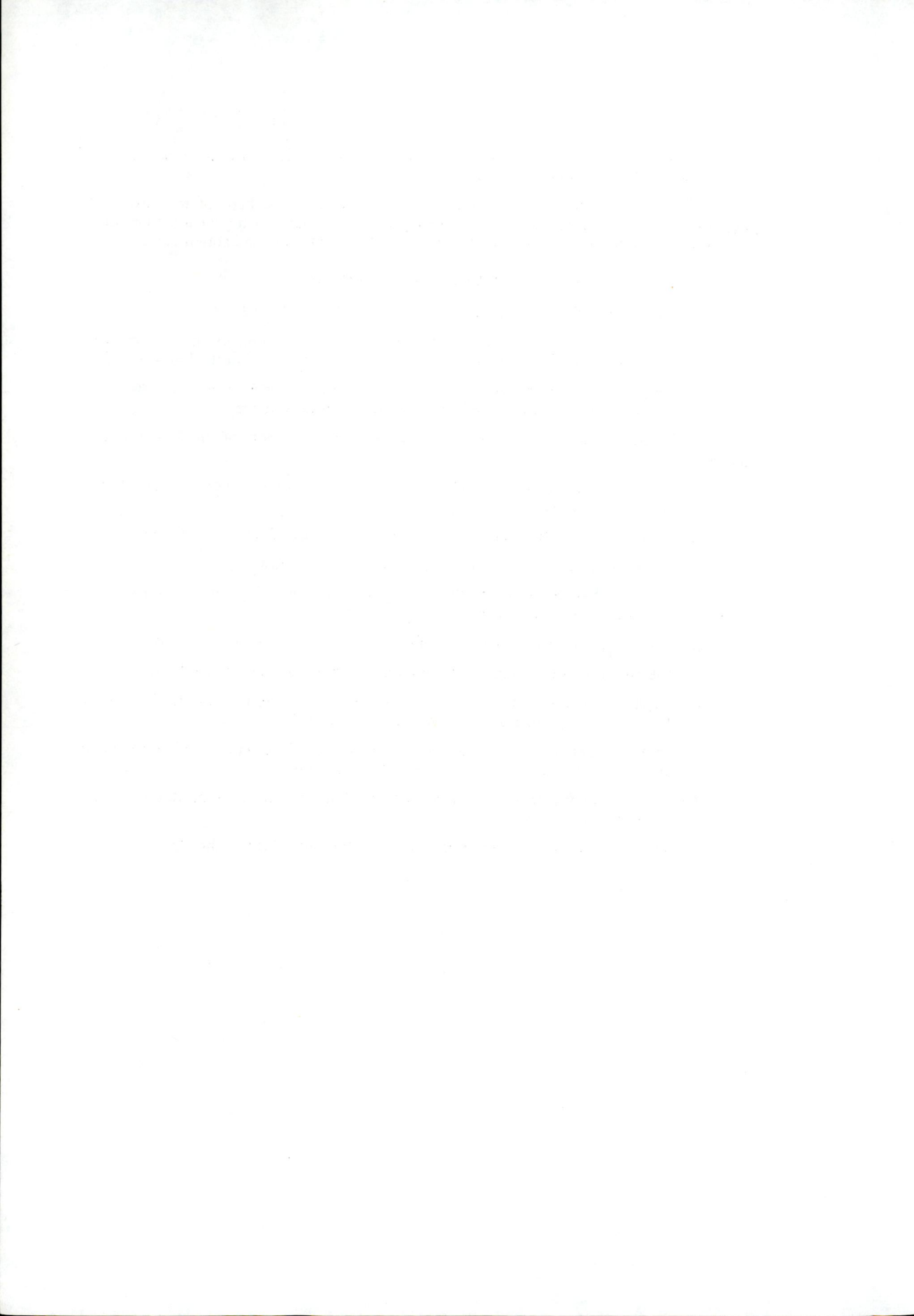
Clause 19 contains provisions for the Institute to be wound up in the same way as a company formed and registered under the Companies (New South Wales) Code.

Clause 20 applies to the Institute certain provisions of the Companies (New South Wales) Code relating to frauds by officers and other similar offences.

Schedule 1 makes provision with respect to the members of the Board and in particular—

- (a) specifies that persons of or above the age of 70 years may not be appointed as governors (clause 1);
- (b) provides for a Chairperson, Deputy Chairperson and Treasurer (clause 2);
- (c) authorises the appointment of acting governors (clause 3);
- (d) specifies that the term of office of a governor (other than the Director of the Institute) shall not exceed 3 years (clause 4);
- (e) allows a casual vacancy in the office of a governor to be filled (clause 5);
- (f) specifies the circumstances in which a governor vacates office (clause 6);
- (g) requires a governor to disclose any pecuniary interest in a matter before the Board or thing being done by the Board (clause 7);
- (h) provides that the office of a governor is not a public service appointment or an office of profit under the Crown (clause 8); and
- (i) exculpates governors, etc., from personal liability for anything done in good faith (clause 9).

Schedule 2 makes provision with respect to the procedure of the Board.



CENTENARY INSTITUTE OF CANCER MEDICINE AND CELL BIOLOGY BILL 1985

NEW SOUTH WALES

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**CENTENARY INSTITUTE OF CANCER MEDICINE AND
CELL BIOLOGY BILL 1985**

No. , 1985

A BILL FOR

**An Act to constitute the Centenary Institute of Cancer Medicine and Cell
Biology and to define its functions; and for other purposes.**

Centenary Institute of Cancer Medicine and Cell Biology 1985

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled, and by the authority of the same, as follows:

5

PART I
PRELIMINARY

Short title

1. This Act may be cited as the "Centenary Institute of Cancer Medicine and Cell Biology Act 1985".

10 **Commencement**

2. (1) Sections 1 and 2 shall commence on the date of assent to this Act.

(2) Except as provided by subsection (1), this Act shall commence on such day as may be appointed by the Governor and notified by proclamation
15 published in the Gazette.

Interpretation

3. (1) In this Act, except in so far as the context or subject-matter otherwise indicates or requires—

20 "Board" means the Centenary Institute Board constituted by section 7;

"by-law" means by-law made under this Act;

"Chairperson" means the Chairperson of the Board;

"Deputy Chairperson" means the Deputy Chairperson of the Board;

"Director" means the Director of the Institute;

25 "governor" means a governor referred to in section 7 (2);

"Institute" means the Centenary Institute of Cancer Medicine and Cell Biology constituted by section 4;

"nominated governor" means a governor other than the Director;

"Treasurer" means the Treasurer of the Institute.

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(2) In this Act—

- (a) a reference to a function includes a reference to a power, authority and duty; and
- 5 (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The Chairperson may be referred to as the Chairman or Chairwoman, as the case requires.

PART II

10 THE CENTENARY INSTITUTE OF CANCER MEDICINE AND CELL BIOLOGY

Constitution of the Institute

4. (1) There is constituted by this Act a corporation under the corporate name of the “Centenary Institute of Cancer Medicine and Cell Biology”.

15 (2) The Institute shall have and may exercise the functions conferred or imposed on it by or under this or any other Act.

Objects of the Institute

5. The objects of the Institute are—

- 20 (a) to further knowledge in the field of medicine, particularly human medicine, by seeking to discover the major origin of disease, having a special reference to cancer medicine and the broad fields encompassed by cell biology;
- (b) to improve methods of preventing, diagnosing and treating diseases in human beings and in animals;
- 25 (c) to provide such services in the field of human medicine as the Board, with the concurrence of the Minister, may determine;
- (d) to provide, and aid in the provision of, educational programmes relating to matters the subject of research conducted by the Institute; and
- 30 (e) to disseminate, within and outside the State, information concerning the work of the Institute.

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Powers of the Institute

6. (1) The Institute may—
- 5 (a) for the purpose of attaining its objects, act in association with any other body, being a body, whether constituted or situated within or outside the State, having objects of a similar nature to those of the Institute;
 - 10 (b) with the aim of applying the money for the purpose of attaining its objects, obtain or raise money from the public or otherwise by means of grants, subsidies, subscriptions, gifts, bequests, public appeals or in any other like manner;
 - (c) borrow money either without security or on the security of the whole or any part of the property of the Institute; and
 - 15 (d) apply for, obtain and hold rights in industrial property and enter into agreements or arrangements for the commercial exploitation of any such rights upon such terms and conditions (including terms and conditions relating to royalties and lump sum payments, if appropriate) as the Institute thinks fit.
- (2) Subject to this Act, the Institute shall have the control and management of all property for the time being vested in the Institute.
- 20 (3) The Institute may agree to any condition that is not inconsistent with its objects being imposed on its acquisition of any property.
- (4) Where, by gift, devise or bequest, the Institute acquires property, it may retain the property in the form in which it is acquired, except as provided by any condition agreed to by the Institute under subsection (3)
25 in relation to the property.
- (5) The rule of law against remoteness of vesting does not apply to a condition to which the Institute has agreed under subsection (3).
- (6) Except as provided by any condition agreed to by the Institute under subsection (3) in relation to the money, the Institute may invest any money
30 held by it in any manner authorised by law for the investment of trust funds, and not otherwise.

(7) Subject to this Act, the Institute shall have and may exercise such functions, in addition to those specified elsewhere in this Act, as are reasonably necessary for the attainment of its objects.

PART III

5

ADMINISTRATION

Constitution of the Board

7. (1) There is constituted by this Act a Centenary Institute Board.
- (2) The Board shall consist of 13 governors who shall be appointed by the Governor.
- 10 (3) Of the governors—
- (a) 1 shall be the Vice-Chancellor of the University of Sydney or the Vice-Chancellor's nominee, approved by the Senate of that University;
- 15 (b) 1 shall be the Dean of the Faculty of Medicine in the University of Sydney or the Dean's nominee, approved by the Senate of that University;
- (c) 1 shall be the Chairman of the Board of the Royal Prince Alfred Hospital or the Chairman's nominee, approved by the Board of that Hospital;
- 20 (d) 1 shall be the General Superintendent of the Royal Prince Alfred Hospital or the General Superintendent's nominee, approved by the Board of that Hospital;
- (e) 2 shall be persons nominated by the Minister for Health of New South Wales;
- 25 (f) 2 shall be persons nominated by the Minister of State for Health of the Commonwealth;
- (g) 4 shall be persons elected from among the members of the Institute by the nominated governors in the manner prescribed by the by-laws; and
- 30 (h) 1 shall be the Director.

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(4) Schedule 1 has effect with respect to the governors.

(5) Schedule 2 has effect with respect to the procedure of the Board.

Functions of the Board

8. (1) The Board is the governing body of the Institute.

5 (2) Subject to this Act, the Board has power to determine the policy of the Institute in relation to any matter, and to control the affairs of the Institute.

(3) It is the duty of the Board, within the limits of its powers, to ensure that the policy of the Institute is directed towards the attainment of the
10 objects of the Institute.

(4) The Board shall fix the terms and conditions of employment (including terms and conditions relating to remuneration) of the Director and of any other person employed by the Institute.

(5) Any act, matter or thing done in the name of, or on behalf of, the
15 Institute by the Board or with the authority of the Board shall be deemed to have been done by the Institute.

(6) Section 14 of the New South Wales State Cancer Council Act 1955 does not apply to the Board in respect of the exercise by it of its functions under this Act.

20 **Director**

9. (1) The Board shall employ a Director of the Institute who shall be responsible for the administration and management of the work of the Institute and for any services provided in conjunction with the work of the Institute.

25 (2) Without affecting the generality of subsection (1), the Director shall—

(a) supervise all clinical, medical and scientific research of the Institute;

(b) in so far as the resources available permit, implement the scientific and administrative policies of the Board;

30 (c) prepare an annual report for the Board on the work and activities of the Institute during the preceding 12 months; and

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(d) exercise such other functions as the Board may direct.

(3) The Director is, in the exercise of the functions of the Director under this Act, subject to the control and direction of the Board, except in relation to the contents of a report or recommendation made by the Director to the Board.

Committees

10 (1) The Board shall establish a Development Committee to assist it in raising funds to support the work of the Institute and to advise it on the management of funds and other property owned by, or in the care of, the Institute.

(2) The Development Committee shall consist of—

(a) the Treasurer;

(b) 2 other governors (of whom 1 shall be the chairperson of that Committee); and

15 (c) such other persons, whether or not members of the Institute, as the Board may appoint.

(3) The Board may establish such other committees as it thinks fit for the purpose of assisting it to exercise its functions.

20 (4) A person may be appointed to a committee of the Board whether or not the person is a governor.

(5) Subject to the by-laws, the functions and procedure of a committee of the Board shall be as directed by the Board.

PART IV

MEMBERS OF THE INSTITUTE

25 Admission to membership

11. (1) A person holding office as a governor shall be a member of the Institute.

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(2) The Board may, subject to section 12, admit to membership of the Institute persons who are interested in supporting the work of the Institute and are able to assist the Institute to achieve its objects.

Limitations on membership

5 **12. (1)** The number of members of the Institute admitted as referred to in section 11 (2) shall not at any time exceed 70.

(2) Of the members of the Institute admitted as referred to in section 11 (2)—

10 (a) not more than 10 shall be persons nominated by the Board of the Royal Prince Alfred Hospital; and

(b) not more than 10 shall be persons nominated by the Senate of the University of Sydney.

Termination of membership

15 **13. (1)** A person admitted to membership of the Institute as referred to in section 11 (2) shall cease to be a member—

(a) upon resigning from membership by notice in writing given to the Chairperson; or

(b) upon the termination of that person's membership under subsection (2).

20 **(2)** The Board may terminate a person's membership of the Institute by notice in writing given to the person.

Meetings of members

25 **14. (1)** Subject to this section, the procedure for the calling of meetings of the members of the Institute and for the conduct of business at those meetings shall be as determined by the Board.

(2) A general meeting of the members of the Institute shall be held each year as soon as practicable after the Treasurer has submitted to the Board the statement of accounts for that year in accordance with section 17.

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(3) At the meeting referred to in subsection (2), the members of the Institute shall receive and consider the statement and the certificate given in relation to the statement and the annual report prepared by the Director on the work and activities of the Institute during the year to which the statement relates.

PART V
FINANCE

Institute Account

10 15. (1) The Board shall cause to be established with a bank carrying on business in the State an account to be called the "Centenary Institute of Cancer Medicine and Cell Biology Account".

(2) There shall be paid to the credit of the Account all money received by the Institute in connection with the administration of this Act.

15 (3) The Account may be applied by or with the authority of the Institute towards the requirements of the Institute.

(4) In this section—

"Account" means the account established under subsection (1).

Financial year

20 16. The financial year of the Institute shall be the year commencing on 1 January or on such other day as may be prescribed.

Accounts and audit

17. (1) The Institute shall cause to be kept proper accounts and records in relation to all of its operations.

25 (2) The Treasurer shall, as soon as practicable, but within 6 months, after the end of each financial year of the Institute, prepare and submit to the Board a statement of accounts, together with a certificate of a qualified accountant given under this section in relation to the statement.

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(3) The statement of accounts shall include such information as the Board has requested and shall exhibit a true and fair view of the financial position and transactions of the Institute.

5 (4) The Treasurer shall, as soon as practicable, but within 4 months, after the end of the financial year to which a statement of accounts relates, transmit the statement to a qualified accountant for verification and certification.

10 (5) The qualified accountant's certificate shall state that the accountant has audited the accounts of the Institute relating to the relevant financial year, shall indicate whether the statement of accounts complies with subsection (3) and shall set forth any qualifications subject to which the certificate is given.

15 (6) Nothing in this section prevents the alteration of the statement of accounts, with the approval of the qualified accountant, after its receipt by the accountant and before its submission to the Board.

(7) In this section—

“qualified accountant” means a registered company auditor, within the meaning of the Companies (New South Wales) Code.

PART VI

20

MISCELLANEOUS

By-laws

25 18. (1) The Board may make by-laws, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act and, in particular, for or with respect to—

(a) the meetings of the Board;

(b) the qualifications of the Director;

30 (c) the functions of the Chairperson, Deputy Chairperson and Treasurer;

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- (d) the committees of the Board;
 - (e) the meetings of committees established under section 10 or the by-laws; and
 - (f) annual and other periodic reports.
- 5 (2) A provision of a by-law may—
- (a) apply generally or be limited in its application by reference to specified exceptions or factors;
 - (b) apply differently according to different factors of a specified kind; or
- 10 (c) authorise any matter or thing to be from time to time determined, applied or regulated by a specified person or body,
- or may do any combination of those things.

Winding up

15 19. (1) The Institute may be wound up voluntarily or by the Supreme Court.

(2) Subject to this section and the regulations, the Institute may be wound up in the manner and in the same circumstances as those in which a company formed and registered under the Companies (New South Wales) Code may be wound up.

20 (3) In the case of any winding up or dissolution of the Institute, the provisions of Part XII of the Companies (New South Wales) Code with respect to the winding up or dissolution of a company formed and registered under that Code shall, subject to this section and the regulations, apply.

25 (4) The provisions of Part XII of the Companies (New South Wales) Code apply to and in respect of any winding up or dissolution of the Institute with such modifications, including modifications by way of addition to or exclusion of those provisions, as may be prescribed by the regulations.

30 (5) If the Institute is being wound up voluntarily and a vacancy occurs in the office of liquidator which, in the opinion of the Minister, is unlikely to be filled in the manner provided by the Companies (New South Wales) Code, the Minister may appoint a person to be liquidator.

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(6) The Governor may make regulations for or with respect to any matter that by this section is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this section.

5 (7) In this section—

“regulations” means regulations made under subsection (6).

Application of certain provisions of Companies (New South Wales) Code

20 (1) Subject to subsection (2), the provisions of sections 541 and 542 and of sections 553 to 561, both inclusive, of the Companies (New South
10 Wales) Code apply to and in respect of the Institute in the same way as they apply to and in respect of a company.

(2) For the purposes of subsection (1), the provisions referred to therein shall be construed as if—

- 15 (a) references therein to a corporation or company were references to the Institute;
- (b) references therein to an officer or a director of a company included references to a governor of the Institute;
- (c) section 553 (1) (d) were omitted;
- (d) paragraph (c) were omitted from—
 - 20 (i) the definition of “appropriate officer” in section 553 (3);
and
 - (ii) the definition of “relevant day” in section 553 (3); and
- (e) the reference in section 555 to section 267 of that Code were a reference to section 17.

25 **SCHEDULE 1** (Sec. 7 (4))
PROVISIONS RELATING TO THE GOVERNORS

Age of governors

- 30 1. A person of or above the age of 70 years is not eligible to be appointed as a governor.

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

Officers of the Board

2. (1) The governor referred to in section 7 (3) (a) shall be the Chairperson of the Board.

(2) The nominated governors shall elect from among their number, when required
5 and in the manner prescribed by the by-laws—

(a) a Deputy Chairperson of the Board; and

(b) a Treasurer of the Institute.

(3) A person who holds the office of Deputy Chairperson or Treasurer shall be deemed to have vacated that office if the person—

10 (a) is removed from that office by the Board under subclause (4);

(b) resigns that office by instrument in writing addressed to the Board; or

(c) ceases to be a governor.

(4) The Board may remove a person from the office of Deputy Chairperson or Treasurer.

15 **Acting governors, etc.**

3. (1) The Governor may, from time to time, appoint a person to act in the office of a governor during the illness or absence of the governor if the person so appointed has the same qualifications as were required by section 7 (3) of the governor and the person, while so acting, shall have and may exercise all the functions of the governor
20 and shall be deemed to be a governor.

(2) The Governor may remove any person from the office to which the person was appointed under subclause (1).

(3) The Deputy Chairperson shall, during the illness or absence of the Chairperson, act in the office of the Chairperson and shall have and may exercise all the functions of
25 the Chairperson and shall be deemed to be the Chairperson.

(4) The Board may, from time to time, appoint a nominated governor to act in the office of the Deputy Chairperson or Treasurer during the illness or absence of the Deputy Chairperson or Treasurer, as the case may be, and the nominated governor, while so acting, shall have and may exercise all the functions of the Deputy Chairperson or
30 Treasurer and shall be deemed to be the Deputy Chairperson or Treasurer, as the case requires.

(5) The Board may remove any person from any office to which the person was appointed under subclause (4).

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

(6) For the purposes of this clause—

(a) a vacancy in the office of a governor, the Chairperson, the Deputy Chairperson or the Treasurer shall be deemed to be an absence from that office; and

5 (b) the Deputy Chairperson shall be deemed to be absent from office as Deputy Chairperson during any period that the Deputy Chairperson acts in the office of Chairperson under subclause (3).

Terms of office

10 4. Subject to this Schedule, a nominated governor shall hold office for such period not exceeding 3 years as may be specified in the instrument of appointment of the governor, but is eligible (if otherwise qualified) for re-appointment.

Filling of vacancy in office of governor

5. If the office of any governor becomes vacant, a person shall, subject to this Act, be appointed to fill the vacancy.

Casual vacancies

15 6. (1) A governor shall be deemed to have vacated office if the governor—

(a) dies;

20 (b) absents himself or herself from 3 consecutive ordinary meetings of the Board of which reasonable notice has been given to the governor personally or in the ordinary course of post and the governor is not before the expiration of 6 weeks after the last of those meetings excused by the Board for being absent from those meetings, unless the absence is occasioned by illness or other unavoidable cause;

25 (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;

(d) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part VII of that Act;

30 (e) is convicted in New South Wales of an offence which is punishable by imprisonment for 12 months or upwards, or is convicted elsewhere than in New South Wales of an offence which, if committed in New South Wales, would be an offence so punishable;

(f) resigns the office by instrument in writing addressed to the Chairperson or, in the case of the Chairperson, to the Minister;

35 (g) attains the age of 70 years; or

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

- (h) is removed from office by the Governor under subclause (2) or (3).
- (2) The Governor may remove a governor from office.
- (3) Without affecting the generality of subclause (2), the Governor may remove from office a governor who contravenes the provisions of clause 7.
- 5 Disclosure of pecuniary interests**
7. (1) A governor who has a direct or indirect pecuniary interest—
- (a) in a matter that is being considered, or is about to be considered, at a meeting of the Board; or
- (b) in a thing being done or about to be done by the Board,
- 10 shall, as soon as possible after the relevant facts have come to the governor's knowledge, disclose the nature of the interest at a meeting of the Board.
- (2) A disclosure by a governor at a meeting of the Board that the governor—
- (a) is a member, or is in the employment, of a specified company or other body;
- (b) is a partner, or is in the employment, of a specified person; or
- 15 (c) has some other specified interest relating to a specified company or other body or a specified person,
- shall be deemed to be a sufficient disclosure of the nature of the interest in any matter or thing relating to that company or other body or to that person which may arise after the date of the disclosure.
- 20 (3) The Board shall cause particulars of any disclosure made under subclause (1) or (2) to be recorded in a book kept for the purpose and that book shall be open at all reasonable hours to the inspection of any person on payment of such fee as may be determined by the Board from time to time.
- (4) After a governor has, or is deemed to have, disclosed the nature of an interest in
- 25 any matter or thing pursuant to subclause (1) or (2), the governor shall not, unless the Board (in the absence of the governor) otherwise determines—
- (a) be present during any deliberation of the Board, or take part in any decision of the Board, with respect to that matter; or
- (b) exercise any functions under this Act with respect to that thing,
- 30 as the case requires.
- (5) Notwithstanding that a governor contravenes the provisions of this clause, that contravention does not invalidate any decision of the Board or the exercise of any function under this Act.

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

(6) Nothing in this clause applies to or in respect of an interest of a governor in a matter or thing which arises by reason only that the governor is a medical practitioner.

(7) A reference in this clause to a meeting of the Board includes a reference to a meeting of a committee of the Board.

5 Effect of certain other Acts

8. (1) The Public Service Act 1979 does not apply to or in respect of the appointment of a governor and a governor is not, as a governor, subject to that Act.

(2) Where by or under any other Act provision is made requiring a person who is the holder of a specified office to devote the whole of his or her time to the duties of that office, or prohibiting the person from engaging in employment outside the duties of that office, that provision shall not operate to disqualify the person from holding that office and also the office of a governor.

(3) The office of a governor shall for the purposes of any Act be deemed not to be an office or place of profit under the Crown.

15 Liability of governors, etc.

9. No matter or thing done by the Board, any governor or any person acting under the direction of the Board shall, if the matter or thing was done in good faith for the purposes of executing this or any other Act, subject a governor or a person so acting personally to any action, liability, claim or demand whatever.

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SCHEDULE 2

(Sec. 7 (5))

PROVISIONS RELATING TO THE PROCEDURE OF THE BOARD

General procedure

1. The procedure for the calling of meetings of the Board and for the conduct of business at those meetings shall, subject to this Act, be as determined by the Board.

Quorum

2. The quorum for a meeting of the Board is 7 governors.

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SCHEDULE 2—*continued*

PROVISIONS RELATING TO THE PROCEDURE OF THE BOARD—*continued*

Presiding governor

3. (1) At a meeting of the Board—
- (a) the Chairperson;
 - (b) in the absence of the Chairperson—the Deputy Chairperson; or
 - 5 (c) in the absence of the Chairperson and the Deputy Chairperson—another governor elected as chairperson for the meeting by the governors present,
- shall preside.
- (2) The person presiding at any meeting of the Board has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

10 Voting

4. A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present shall be the decision of the Board.

Minutes

5. The Board shall cause full and accurate minutes to be kept of the proceedings of
15 each meeting of the Board.

First meeting of the Board

6. The Minister shall call the first meeting of the Board in such manner as the Minister thinks fit.

BY AUTHORITY

D. WEST, GOVERNMENT PRINTER, NEW SOUTH WALES—1985

**CENTENARY INSTITUTE OF CANCER MEDICINE AND
CELL BIOLOGY ACT 1985 No. 192**

NEW SOUTH WALES



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CENTENARY INSTITUTE OF CANCER MEDICINE AND
CELL BIOLOGY ACT 1985 No. 192

New South Wales



ANNO TRICESIMO QUARTO

ELIZABETHÆ II REGINÆ

* * * * *

Act No. 192, 1985

An Act to constitute the Centenary Institute of Cancer Medicine and Cell
Biology and to define its functions; and for other purposes. [Assented
to, 10th December, 1985.]

Centenary Institute of Cancer Medicine and Cell Biology 1985

BE it enacted by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled, and by the authority of the same, as follows:

PART I
PRELIMINARY

Short title

1. This Act may be cited as the "Centenary Institute of Cancer Medicine and Cell Biology Act 1985".

Commencement

2. (1) Sections 1 and 2 shall commence on the date of assent to this Act.

(2) Except as provided by subsection (1), this Act shall commence on such day as may be appointed by the Governor and notified by proclamation published in the Gazette.

Interpretation

3. (1) In this Act, except in so far as the context or subject-matter otherwise indicates or requires—

"Board" means the Centenary Institute Board constituted by section 7;

"by-law" means by-law made under this Act;

"Chairperson" means the Chairperson of the Board;

"Deputy Chairperson" means the Deputy Chairperson of the Board;

"Director" means the Director of the Institute;

"governor" means a governor referred to in section 7 (2);

"Institute" means the Centenary Institute of Cancer Medicine and Cell Biology constituted by section 4;

"nominated governor" means a governor other than the Director;

"Treasurer" means the Treasurer of the Institute.

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(2) In this Act—

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The Chairperson may be referred to as the Chairman or Chairwoman, as the case requires.

PART II

THE CENTENARY INSTITUTE OF CANCER MEDICINE AND CELL BIOLOGY

Constitution of the Institute

4. (1) There is constituted by this Act a corporation under the corporate name of the “Centenary Institute of Cancer Medicine and Cell Biology”.

(2) The Institute shall have and may exercise the functions conferred or imposed on it by or under this or any other Act.

Objects of the Institute

5. The objects of the Institute are—

- (a) to further knowledge in the field of medicine, particularly human medicine, by seeking to discover the major origin of disease, having a special reference to cancer medicine and the broad fields encompassed by cell biology;
- (b) to improve methods of preventing, diagnosing and treating diseases in human beings and in animals;
- (c) to provide such services in the field of human medicine as the Board, with the concurrence of the Minister, may determine;
- (d) to provide, and aid in the provision of, educational programmes relating to matters the subject of research conducted by the Institute; and
- (e) to disseminate, within and outside the State, information concerning the work of the Institute.

Powers of the Institute**6. (1) The Institute may—**

- (a) for the purpose of attaining its objects, act in association with any other body, being a body, whether constituted or situated within or outside the State, having objects of a similar nature to those of the Institute;
- (b) with the aim of applying the money for the purpose of attaining its objects, obtain or raise money from the public or otherwise by means of grants, subsidies, subscriptions, gifts, bequests, public appeals or in any other like manner;
- (c) borrow money either without security or on the security of the whole or any part of the property of the Institute; and
- (d) apply for, obtain and hold rights in industrial property and enter into agreements or arrangements for the commercial exploitation of any such rights upon such terms and conditions (including terms and conditions relating to royalties and lump sum payments, if appropriate) as the Institute thinks fit.

(2) Subject to this Act, the Institute shall have the control and management of all property for the time being vested in the Institute.

(3) The Institute may agree to any condition that is not inconsistent with its objects being imposed on its acquisition of any property.

(4) Where, by gift, devise or bequest, the Institute acquires property, it may retain the property in the form in which it is acquired, except as provided by any condition agreed to by the Institute under subsection (3) in relation to the property.

(5) The rule of law against remoteness of vesting does not apply to a condition to which the Institute has agreed under subsection (3).

(6) Except as provided by any condition agreed to by the Institute under subsection (3) in relation to the money, the Institute may invest any money held by it in any manner authorised by law for the investment of trust funds, and not otherwise.

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(7) Subject to this Act, the Institute shall have and may exercise such functions, in addition to those specified elsewhere in this Act, as are reasonably necessary for the attainment of its objects.

PART III
ADMINISTRATION

Constitution of the Board

7. (1) There is constituted by this Act a Centenary Institute Board.

(2) The Board shall consist of 13 governors who shall be appointed by the Governor.

(3) Of the governors—

- (a) 1 shall be the Vice-Chancellor of the University of Sydney or the Vice-Chancellor's nominee, approved by the Senate of that University;
- (b) 1 shall be the Dean of the Faculty of Medicine in the University of Sydney or the Dean's nominee, approved by the Senate of that University;
- (c) 1 shall be the Chairman of the Board of the Royal Prince Alfred Hospital or the Chairman's nominee, approved by the Board of that Hospital;
- (d) 1 shall be the General Superintendent of the Royal Prince Alfred Hospital or the General Superintendent's nominee, approved by the Board of that Hospital;
- (e) 2 shall be persons nominated by the Minister for Health of New South Wales;
- (f) 2 shall be persons nominated by the Minister of State for Health of the Commonwealth;
- (g) 4 shall be persons elected from among the members of the Institute by the nominated governors in the manner prescribed by the by-laws; and
- (h) 1 shall be the Director.

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(4) Schedule 1 has effect with respect to the governors.

(5) Schedule 2 has effect with respect to the procedure of the Board.

Functions of the Board

8. (1) The Board is the governing body of the Institute.

(2) Subject to this Act, the Board has power to determine the policy of the Institute in relation to any matter, and to control the affairs of the Institute.

(3) It is the duty of the Board, within the limits of its powers, to ensure that the policy of the Institute is directed towards the attainment of the objects of the Institute.

(4) The Board shall fix the terms and conditions of employment (including terms and conditions relating to remuneration) of the Director and of any other person employed by the Institute.

(5) Any act, matter or thing done in the name of, or on behalf of, the Institute by the Board or with the authority of the Board shall be deemed to have been done by the Institute.

(6) Section 14 of the New South Wales State Cancer Council Act 1955 does not apply to the Board in respect of the exercise by it of its functions under this Act.

Director

9. (1) The Board shall employ a Director of the Institute who shall be responsible for the administration and management of the work of the Institute and for any services provided in conjunction with the work of the Institute.

(2) Without affecting the generality of subsection (1), the Director shall—

- (a) supervise all clinical, medical and scientific research of the Institute;
- (b) in so far as the resources available permit, implement the scientific and administrative policies of the Board;
- (c) prepare an annual report for the Board on the work and activities of the Institute during the preceding 12 months; and

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(d) exercise such other functions as the Board may direct.

(3) The Director is, in the exercise of the functions of the Director under this Act, subject to the control and direction of the Board, except in relation to the contents of a report or recommendation made by the Director to the Board.

Committees

10. (1) The Board shall establish a Development Committee to assist it in raising funds to support the work of the Institute and to advise it on the management of funds and other property owned by, or in the care of, the Institute.

(2) The Development Committee shall consist of—

(a) the Treasurer;

(b) 2 other governors (of whom 1 shall be the chairperson of that Committee); and

(c) such other persons, whether or not members of the Institute, as the Board may appoint.

(3) The Board may establish such other committees as it thinks fit for the purpose of assisting it to exercise its functions.

(4) A person may be appointed to a committee of the Board whether or not the person is a governor.

(5) Subject to the by-laws, the functions and procedure of a committee of the Board shall be as directed by the Board.

PART IV

MEMBERS OF THE INSTITUTE

Admission to membership

11. (1) A person holding office as a governor shall be a member of the Institute.

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(2) The Board may, subject to section 12, admit to membership of the Institute persons who are interested in supporting the work of the Institute and are able to assist the Institute to achieve its objects.

Limitations on membership

12. (1) The number of members of the Institute admitted as referred to in section 11 (2) shall not at any time exceed 70.

(2) Of the members of the Institute admitted as referred to in section 11 (2)—

(a) not more than 10 shall be persons nominated by the Board of the Royal Prince Alfred Hospital; and

(b) not more than 10 shall be persons nominated by the Senate of the University of Sydney.

Termination of membership

13. (1) A person admitted to membership of the Institute as referred to in section 11 (2) shall cease to be a member—

(a) upon resigning from membership by notice in writing given to the Chairperson; or

(b) upon the termination of that person's membership under subsection (2).

(2) The Board may terminate a person's membership of the Institute by notice in writing given to the person.

Meetings of members

14. (1) Subject to this section, the procedure for the calling of meetings of the members of the Institute and for the conduct of business at those meetings shall be as determined by the Board.

(2) A general meeting of the members of the Institute shall be held each year as soon as practicable after the Treasurer has submitted to the Board the statement of accounts for that year in accordance with section 17.

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(3) At the meeting referred to in subsection (2), the members of the Institute shall receive and consider the statement and the certificate given in relation to the statement and the annual report prepared by the Director on the work and activities of the Institute during the year to which the statement relates.

PART V
FINANCE

Institute Account

15. (1) The Board shall cause to be established with a bank carrying on business in the State an account to be called the "Centenary Institute of Cancer Medicine and Cell Biology Account".

(2) There shall be paid to the credit of the Account all money received by the Institute in connection with the administration of this Act.

(3) The Account may be applied by or with the authority of the Institute towards the requirements of the Institute.

(4) In this section—

"Account" means the account established under subsection (1).

Financial year

16. The financial year of the Institute shall be the year commencing on 1 January or on such other day as may be prescribed.

Accounts and audit

17. (1) The Institute shall cause to be kept proper accounts and records in relation to all of its operations.

(2) The Treasurer shall, as soon as practicable, but within 6 months, after the end of each financial year of the Institute, prepare and submit to the Board a statement of accounts, together with a certificate of a qualified accountant given under this section in relation to the statement.

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(3) The statement of accounts shall include such information as the Board has requested and shall exhibit a true and fair view of the financial position and transactions of the Institute.

(4) The Treasurer shall, as soon as practicable, but within 4 months, after the end of the financial year to which a statement of accounts relates, transmit the statement to a qualified accountant for verification and certification.

(5) The qualified accountant's certificate shall state that the accountant has audited the accounts of the Institute relating to the relevant financial year, shall indicate whether the statement of accounts complies with subsection (3) and shall set forth any qualifications subject to which the certificate is given.

(6) Nothing in this section prevents the alteration of the statement of accounts, with the approval of the qualified accountant, after its receipt by the accountant and before its submission to the Board.

(7) In this section—

“qualified accountant” means a registered company auditor, within the meaning of the Companies (New South Wales) Code.

PART VI
MISCELLANEOUS

By-laws

18. (1) The Board may make by-laws, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act and, in particular, for or with respect to—

- (a) the meetings of the Board;
- (b) the qualifications of the Director;
- (c) the functions of the Chairperson, Deputy Chairperson and Treasurer;

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- (d) the committees of the Board;
 - (e) the meetings of committees established under section 10 or the by-laws; and
 - (f) annual and other periodic reports.
- (2) A provision of a by-law may—
- (a) apply generally or be limited in its application by reference to specified exceptions or factors;
 - (b) apply differently according to different factors of a specified kind; or
 - (c) authorise any matter or thing to be from time to time determined, applied or regulated by a specified person or body,
- or may do any combination of those things.

Winding up

19. (1) The Institute may be wound up voluntarily or by the Supreme Court.

(2) Subject to this section and the regulations, the Institute may be wound up in the manner and in the same circumstances as those in which a company formed and registered under the Companies (New South Wales) Code may be wound up.

(3) In the case of any winding up or dissolution of the Institute, the provisions of Part XII of the Companies (New South Wales) Code with respect to the winding up or dissolution of a company formed and registered under that Code shall, subject to this section and the regulations, apply.

(4) The provisions of Part XII of the Companies (New South Wales) Code apply to and in respect of any winding up or dissolution of the Institute with such modifications, including modifications by way of addition to or exclusion of those provisions, as may be prescribed by the regulations.

(5) If the Institute is being wound up voluntarily and a vacancy occurs in the office of liquidator which, in the opinion of the Minister, is unlikely to be filled in the manner provided by the Companies (New South Wales) Code, the Minister may appoint a person to be liquidator.

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(6) The Governor may make regulations for or with respect to any matter that by this section is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this section.

(7) In this section—

“regulations” means regulations made under subsection (6).

Application of certain provisions of Companies (New South Wales) Code

20. (1) Subject to subsection (2), the provisions of sections 541 and 542 and of sections 553 to 561, both inclusive, of the Companies (New South Wales) Code apply to and in respect of the Institute in the same way as they apply to and in respect of a company.

(2) For the purposes of subsection (1), the provisions referred to therein shall be construed as if—

- (a) references therein to a corporation or company were references to the Institute;
- (b) references therein to an officer or a director of a company included references to a governor of the Institute;
- (c) section 553 (1) (d) were omitted;
- (d) paragraph (c) were omitted from—
 - (i) the definition of “appropriate officer” in section 553 (3); and
 - (ii) the definition of “relevant day” in section 553 (3); and
- (e) the reference in section 555 to section 267 of that Code were a reference to section 17.

SCHEDULE 1

(Sec. 7 (4))

PROVISIONS RELATING TO THE GOVERNORS

Age of governors

1. A person of or above the age of 70 years is not eligible to be appointed as a governor.

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

Officers of the Board

2. (1) The governor referred to in section 7 (3) (a) shall be the Chairperson of the Board.

(2) The nominated governors shall elect from among their number, when required and in the manner prescribed by the by-laws—

- (a) a Deputy Chairperson of the Board; and
- (b) a Treasurer of the Institute.

(3) A person who holds the office of Deputy Chairperson or Treasurer shall be deemed to have vacated that office if the person—

- (a) is removed from that office by the Board under subclause (4);
- (b) resigns that office by instrument in writing addressed to the Board; or
- (c) ceases to be a governor.

(4) The Board may remove a person from the office of Deputy Chairperson or Treasurer.

Acting governors, etc.

3. (1) The Governor may, from time to time, appoint a person to act in the office of a governor during the illness or absence of the governor if the person so appointed has the same qualifications as were required by section 7 (3) of the governor and the person, while so acting, shall have and may exercise all the functions of the governor and shall be deemed to be a governor.

(2) The Governor may remove any person from the office to which the person was appointed under subclause (1).

(3) The Deputy Chairperson shall, during the illness or absence of the Chairperson, act in the office of the Chairperson and shall have and may exercise all the functions of the Chairperson and shall be deemed to be the Chairperson.

(4) The Board may, from time to time, appoint a nominated governor to act in the office of the Deputy Chairperson or Treasurer during the illness or absence of the Deputy Chairperson or Treasurer, as the case may be, and the nominated governor, while so acting, shall have and may exercise all the functions of the Deputy Chairperson or Treasurer and shall be deemed to be the Deputy Chairperson or Treasurer, as the case requires.

(5) The Board may remove any person from any office to which the person was appointed under subclause (4).

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

- (6) For the purposes of this clause—
- (a) a vacancy in the office of a governor, the Chairperson, the Deputy Chairperson or the Treasurer shall be deemed to be an absence from that office; and
 - (b) the Deputy Chairperson shall be deemed to be absent from office as Deputy Chairperson during any period that the Deputy Chairperson acts in the office of Chairperson under subclause (3).

Terms of office

4. Subject to this Schedule, a nominated governor shall hold office for such period not exceeding 3 years as may be specified in the instrument of appointment of the governor, but is eligible (if otherwise qualified) for re-appointment.

Filling of vacancy in office of governor

5. If the office of any governor becomes vacant, a person shall, subject to this Act, be appointed to fill the vacancy.

Casual vacancies

6. (1) A governor shall be deemed to have vacated office if the governor—
- (a) dies;
 - (b) absents himself or herself from 3 consecutive ordinary meetings of the Board of which reasonable notice has been given to the governor personally or in the ordinary course of post and the governor is not before the expiration of 6 weeks after the last of those meetings excused by the Board for being absent from those meetings, unless the absence is occasioned by illness or other unavoidable cause;
 - (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;
 - (d) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part VII of that Act;
 - (e) is convicted in New South Wales of an offence which is punishable by imprisonment for 12 months or upwards, or is convicted elsewhere than in New South Wales of an offence which, if committed in New South Wales, would be an offence so punishable;
 - (f) resigns the office by instrument in writing addressed to the Chairperson or, in the case of the Chairperson, to the Minister;
 - (g) attains the age of 70 years; or

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

(h) is removed from office by the Governor under subclause (2) or (3).

(2) The Governor may remove a governor from office.

(3) Without affecting the generality of subclause (2), the Governor may remove from office a governor who contravenes the provisions of clause 7.

Disclosure of pecuniary interests

7. (1) A governor who has a direct or indirect pecuniary interest—

(a) in a matter that is being considered, or is about to be considered, at a meeting of the Board; or

(b) in a thing being done or about to be done by the Board,

shall, as soon as possible after the relevant facts have come to the governor's knowledge, disclose the nature of the interest at a meeting of the Board.

(2) A disclosure by a governor at a meeting of the Board that the governor—

(a) is a member, or is in the employment, of a specified company or other body;

(b) is a partner, or is in the employment, of a specified person; or

(c) has some other specified interest relating to a specified company or other body or a specified person,

shall be deemed to be a sufficient disclosure of the nature of the interest in any matter or thing relating to that company or other body or to that person which may arise after the date of the disclosure.

(3) The Board shall cause particulars of any disclosure made under subclause (1) or (2) to be recorded in a book kept for the purpose and that book shall be open at all reasonable hours to the inspection of any person on payment of such fee as may be determined by the Board from time to time.

(4) After a governor has, or is deemed to have, disclosed the nature of an interest in any matter or thing pursuant to subclause (1) or (2), the governor shall not, unless the Board (in the absence of the governor) otherwise determines—

(a) be present during any deliberation of the Board, or take part in any decision of the Board, with respect to that matter; or

(b) exercise any functions under this Act with respect to that thing,

as the case requires.

(5) Notwithstanding that a governor contravenes the provisions of this clause, that contravention does not invalidate any decision of the Board or the exercise of any function under this Act.

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SCHEDULE 1—*continued*

PROVISIONS RELATING TO THE GOVERNORS—*continued*

(6) Nothing in this clause applies to or in respect of an interest of a governor in a matter or thing which arises by reason only that the governor is a medical practitioner.

(7) A reference in this clause to a meeting of the Board includes a reference to a meeting of a committee of the Board.

Effect of certain other Acts

8. (1) The Public Service Act 1979 does not apply to or in respect of the appointment of a governor and a governor is not, as a governor, subject to that Act.

(2) Where by or under any other Act provision is made requiring a person who is the holder of a specified office to devote the whole of his or her time to the duties of that office, or prohibiting the person from engaging in employment outside the duties of that office, that provision shall not operate to disqualify the person from holding that office and also the office of a governor.

(3) The office of a governor shall for the purposes of any Act be deemed not to be an office or place of profit under the Crown.

Liability of governors, etc.

9. No matter or thing done by the Board, any governor or any person acting under the direction of the Board shall, if the matter or thing was done in good faith for the purposes of executing this or any other Act, subject a governor or a person so acting personally to any action, liability, claim or demand whatever.

SCHEDULE 2

(Sec. 7 (5))

PROVISIONS RELATING TO THE PROCEDURE OF THE BOARD

General procedure

1. The procedure for the calling of meetings of the Board and for the conduct of business at those meetings shall, subject to this Act, be as determined by the Board.

Quorum

2. The quorum for a meeting of the Board is 7 governors.

Centenary Institute of Cancer Medicine and Cell Biology 1985

SCHEDULE 2—*continued*

PROVISIONS RELATING TO THE PROCEDURE OF THE BOARD—*continued*

Presiding governor

3. (1) At a meeting of the Board—
- (a) the Chairperson;
 - (b) in the absence of the Chairperson—the Deputy Chairperson; or
 - (c) in the absence of the Chairperson and the Deputy Chairperson—another governor elected as chairperson for the meeting by the governors present,

shall preside.

(2) The person presiding at any meeting of the Board has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.

Voting

4. A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present shall be the decision of the Board.

Minutes

5. The Board shall cause full and accurate minutes to be kept of the proceedings of each meeting of the Board.

First meeting of the Board

6. The Minister shall call the first meeting of the Board in such manner as the Minister thinks fit.

