

NATIONAL AGEING RESEARCH INSTITUTE INCORPORATED

STATEMENT OF PURPOSES

The name of the incorporated association is National Ageing Research Institute Incorporated (“Institute”).

The purposes for which the Institute is established are:

1. To conduct research into all aspects of the biology of ageing including, but not limited to, the cause, prevention and cure of disease, and the relief of sickness and suffering, associated with ageing;
2. To conduct and promote research and inquiry into the provision and effectiveness of clinical care, health services and technologies provided to the aged;
3. To conduct and promote research into the health status and health needs of the aged;
4. To develop the highest academic standards of study and practice in medicine as it relates to the aged;
5. To participate in the provision of clinical services for the aged;
6. To provide and promote education concerning ageing by the expansion, advancement and dissemination of knowledge concerning all aspects of ageing;
7. To establish a Foundation to fund the research projects of the Institute.

The income and property of the Institute shall be applied solely to the promotion of its purposes.

The Institute shall not, whether for itself or as Trustee, trade or secure pecuniary profit for its members except in accordance with the Associations Incorporation Act 1981 provided that remuneration may be paid in good faith to officers and employees of the Institute or other persons in return for services actually rendered to the Institute.

Prof. R. D. Helme

NATIONAL AGEING RESEARCH INSTITUTE INCORPORATED

CHARTER

1. Name

- (1) The name of the incorporated association is National Ageing Research Institute Incorporated (in this Charter called the “Institute”).

2. Interpretation

- (1) In this Charter, unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1981 and any regulations made thereunder;

“**Board**” means the Board of Management of the Institute;

“**Charter**” means the statement of purposes and rules of the Institute and includes the Foundation Rules;

“**Foundation**” means the research foundation established under clause 30 of the Charter;

“**Foundation Account**” has the meaning as defined in the Foundation Rules;

“**Foundation Committee**” has the meaning as defined in the Foundation Rules;

“**Foundation Rules**” means the rules for administering the Foundation as annexed as Schedule 1 and forming part of the Charter;

“**Financial year**” means the year ending on 30 June;

“**Member**” means a member of the Institute;

“**person**” includes a corporation, trust, unincorporated association, committee, or statutory body or official, or a representative of any such entities.

- (2) In these rules, a reference to the Secretary is a reference:

- (a) where a person holds office under these rules as Secretary of the Institute, to that person; and

- (b) in any other case, to the Public Officer of the Institute.

- (3) Words or expressions contained in this Charter shall be interpreted in accordance with the provisions of the Acts Interpretation Act (Vic) 1958 and the Act as in force from time to time.

3. Application for membership

- (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a Member on payment of the annual subscription payable under these rules.

- (2) A person who is not a Member at the time of the incorporation of the Institute (or who was such a Member at that time but has ceased to be a Member) shall not be admitted to membership:
 - (a) unless that person is nominated as provided in sub-clause (3); and
 - (b) that person's admission as a Member is approved by the Board.
- (3) A nomination of a person for membership of the Institute:
 - (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Institute.
- (4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- (5) Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that the nominee is approved for membership of the Institute and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of Members kept by the Secretary and, upon the name being so entered, the nominee becomes a Member of the Institute.
- (8) A right, privilege, or obligation of a person by reason of that person's membership of the Institute:
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

4. Annual subscription

- (1) The entrance fee and annual subscription for each year will be set by the Board.
- (2) The annual subscription is payable in advance by all persons other than the Executive Director on or before the first day of July in each year.

5. Register of Members

- (1) The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the address of the Public Officer.

6. Resignation of a Member

- (1) A Member who has paid all moneys due and payable by the Member to the Institute may resign from the Institute by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

7. Expulsion of a Member

- (1) Subject to these rules, the Board may by resolution:
 - (a) expel a Member from the Institute; or
 - (b) suspend a Member from membership of the Institute for a specified period.
- (2) A resolution of the Board under sub-clause (1):
 - (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the Member exercises a right of appeal to the Institute under this clause does not take effect unless the Institute confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that the Member may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give the Board before the date of that meeting a written statement seeking the revocation of the resolution;

- (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Institute in general meeting against the resolution.
- (4) At a meeting of the Board held in accordance with sub-clause (2), the Board:
 - (a) shall give the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), the Secretary shall notify the Board and the Board shall convene a general meeting of the Institute to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Institute convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the next general meeting:
 - (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

7A. Grievance procedure - complaints by Members

- (1) A complaint in respect of any dispute under the Charter may be made to the Board by any Member against:
 - (a) any other Member(s); or
 - (b) the Institute itself,for a failure by either the Member(s) or the Institute to fulfil an obligation under the Charter.
- (2) The complaint shall be made to the Board by notice in writing within 14 days of the matter giving rise to the complaint, and shall be served on all Members named in the complaint.
- (3) The complaint shall state:
 - (a) the Member(s) or the Institute against whom the complaint is made;
 - (b) the breach of the obligation complained of;
 - (c) the clause in the Charter which contains the relevant obligation;and may contain supporting material relevant to the complaint.
- (4) The Board shall hear and determine the complaint in accordance with the common law rules of natural justice within 60 days of the complaint being made to the Board.
- (5) The appeal provisions of clauses 7(3) to 7(7) (inclusive) shall apply to any decision of the Board made under clause 7A(4).
- (6) Any decision of the Institute made at a general meeting on a complaint made by a Member under this clause 7A shall be final and binding on all Members and the Institute and shall not be subject to any further review or appeal.

8. Annual general meeting

- (1) The Institute shall in each calendar year convene an annual general meeting of its Members.
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Executive Director a report on the activities of the Institute for the past financial year;
 - (c) to receive from the Board reports upon the transactions of the Institute during the last preceding financial year;

- (d) to elect the ordinary Board members (other than the Executive Director); and
 - (e) to receive and consider the statement submitted by the Institute in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

9. Special general meeting

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Board may, whenever it thinks fit, convene a special general meeting of the Institute and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Board shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special general meeting of the Institute.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (5) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Member making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Institute to the persons incurring the expenses.

10. Notice of meeting

- (1) The Secretary of the Institute shall, at least 14 days before the date fixed for holding a general meeting of the Institute, cause to be sent to each Member at the Member's address appearing in the register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include the business in the notice calling the next general meeting after the receipt of the notice.

11. Proceedings at meetings

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Five Members personally present (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall be a quorum. The Board may, whenever it thinks fit, convene a special general meeting of the Institute and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

12. Chairman of meeting

- (1) The President, or in his absence, the Vice-President, shall preside as chairman at each general meeting or Board meeting of the Institute.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman at that meeting.

13. Adjournment

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. Resolutions

- (1) A question arising at a general meeting of the Institute shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Institute is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15. Voting

- (1) Upon any question arising at a general meeting of the Institute, a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the chairman of the meeting is entitled to exercise a second or casting vote.

16. Poll

- (1) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

17. Disqualification from voting

- (1) A Member is not entitled to vote at any general meeting unless all moneys due and payable by that Member to the Institute have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. Proxies

- (1) Each Member shall be entitled to appoint another Member as his or her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

19. Board of Management

- (1) The affairs of the Institute shall be managed by a Board of Management constituted as provided in clause 21.
- (2) The Board:

- (a) shall control and manage the business and affairs of the Institute;
- (b) may, subject to this Charter and the Act, exercise all such powers and functions as may be exercised by the Institute other than those powers and functions that are required by this Charter to be exercised by general meetings of the Members of the Institute; and
- (c) subject to this Charter and the Act, 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 Institute.

20. Officers

- (1) The officers of the Institute, who shall be Members and Board members, shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (2) The officers of the Institute shall be elected by the Board, where there is a vacancy, at the first Board meeting after the annual general meeting each year. Each Officer of the Institute shall hold office until the first Board meeting after the annual general meeting 3 years after the date of that officer's election but is eligible for re-election.
- (3) Nomination of candidates for election by the Board as officers of the Institute must be:
 - (a) in writing, signed by at least one Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary on or before the date fixed for the first Board meeting after the annual general meeting.
- (4) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office for election at the same election.
- (5) The provisions of clause 24, so far as they are applicable and with the necessary modifications, shall apply to the election of Board members to any of the offices mentioned in sub-clause (1).
- (6) The officers of the Institute and the Executive Director shall form the executive committee which shall meet at the time and place nominated by the President or, failing such nomination, by the Executive Director.

21. Board members

- (1) Subject to section 23 of the Act, the Board shall consist of:

- (a) a person who is a member of the Faculty of Medicine, Dentistry and Health Sciences of the University of Melbourne and nominated by the Council of the University of Melbourne;
 - (b) a nominee of the Board of Management of Melbourne Health Service or its successor
 - (c) a nominee of the responsible Victorian Minister for the time being;
 - (d) a nominee of the National Health and Medical Research Council of Australia;
 - (e) a nominee of the Council on the Ageing (Australia);
 - (f) the Director, Aged Care Programs, North Western Health Care Network or his or her successor;
 - (g) the Executive Director of the National Ageing Research Institute;
 - (h) four ordinary Board members, who shall be Members, elected at the inaugural or annual general meeting of the Institute. The first ordinary Board member elected upon formation of the Institute shall hold office until the first Board meeting after the next annual general meeting and is eligible for re-election. The next ordinary Board member elected upon formation of the Institute shall hold office until the first Board meeting after the second annual general meeting after the inaugural general meeting and is eligible for re-election. Subject thereto, each ordinary Board member shall, subject to these rules, hold office until the first Board meeting after the annual general meeting three years after the date of his or her election and is eligible for re-election; and
 - (i) up to six other ordinary Board members who each shall be Members appointed by the Board, and who shall hold office for a term not exceeding three years but shall be eligible for re-appointment.
- (2) (a) A Board member who takes office pursuant to clause 21(1)(a) to (g) (inclusive) is not required to be a Member at any time during the time he or she holds office, notwithstanding clause 23(1)(a).
- (b) A Board member who takes office pursuant to clause 21(1)(h) or (i) must be a Member at all times during the time he or she holds office.
- (3) The nominator of a Board member nominated under clause 21(1)(a) to (f) (inclusive) may appoint its nominee by notice in writing given to the President.

22. Election of ordinary Board members

- (1) Nominations of candidates for election as ordinary Board members:

- (a) shall be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of ordinary Board members shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
 - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office for election at the same election.

23. Vacancy

- (1) For the purposes of these rules, the office of an officer of the Institute or of a Board member becomes vacant if the officer or Board member:
 - (a) subject to clause 22(a), ceases to be a Member of the Institute;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (c) resigns his or her office by notice in writing given to the Secretary; or
 - (d) becomes incapable of performing the functions of a Board member due to death, disability, mental illness or for any other reason.
- (2) In the event of a casual vacancy occurring in the office of an ordinary Board member or an officer of the Institute, the Board may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the first Board meeting after the annual general meeting next following the date of his or her appointment.

24. Proceedings of the Board or its committees

- (1) The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any four of the Board members.

- (3) Two weeks notice shall be given to Board members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any five Board members personally present constitute a quorum for the transaction of the business of a meeting of the Board and any three officers personally present constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (5) The Board may at any time appoint any committee from among its Board members or persons co-opted by the Board and may prescribe the functions, duties and procedures of any committee, including the executive committee.
- (6) No business of the Board or executive committee shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (7) At meetings of the Board or of the executive committee:
 - (a) the President or in his absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining Board members as may be chosen by the Board members present shall preside.
- (8) Questions arising at a meeting of the Board or of the executive committee or of any committee appointed by the Board shall be determined on a show of hands or, if demanded by a Board member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (9) Each Board member present at a meeting of the Board or of the executive committee or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (10) Written notice of each meeting of the Board shall be served on each Board member by delivering it to the Board member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the Board member at the Board member's usual or last known place of abode at least two business days before the date of the meeting.
- (11) Subject to sub-clause (4) the Board or the executive committee may act notwithstanding any vacancy in its members.

25. Secretary

- (1) The Secretary of the Institute shall keep minutes of the resolutions and proceedings of each general meeting, executive committee meeting and meeting of the Board on books provided for that purpose together with a record of the names of persons present at meetings of the Board and of the executive committee.

26. Treasurer

- (1) The Treasurer of the Institute shall:
 - (a) collect and receive all moneys due to the Institute and cause to be made all payments authorised by the Institute;
 - (b) keep correct accounts and books showing the financial affairs of the Institute with full details of all receipts and expenditure connected with the activities of the Institute; and
 - (c) keep a separate Foundation Account into which shall be paid all payments or gifts for which income and other tax deductions exemptions or rebates are sought.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members during office hours.

27. Executive Director and Public Officer

- (1) The Board shall appoint an Executive Director who shall be approved by the University of Melbourne and Melbourne Health Service or its successor.
- (2) The Executive Director shall, unless the Board otherwise approves, be a Professor or Professor/Director (with the title of “Professor”) of the University of Melbourne, appointed in that position through the processes of the University of Melbourne.
- (3) The Executive Director shall be responsible to the Board for the management of the Institute and the conduct of its research.
- (4) The Executive Director or a person nominated in writing by the Executive Director shall be the Public Officer of the Institute.

28. Conflict of interest

- (1) Any Board member who has financial interest in any contract or arrangement made or proposed to be made with the Institute, shall disclose his or her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if his or her interest then exists, or in any other case at the first meeting of the Board after the acquisition of his or her interest. If he or she becomes interested in a contract or arrangement after it is made or entered into, he or she shall disclose his or her interest at the first meeting of the Board after he or she becomes so interested.

29. Removal of a Board member

- (1) The Institute in general meeting may by resolution remove any elected Board member before the expiration of the Board member's term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the firstmentioned Board member.
- (2) Where the Board member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Institute (not exceeding a reasonable length) before the proposed general meeting and requests that they be notified to the Members of the Institute, the Secretary or the President may send a copy of the representations to each Member of the Institute, or if they are not so sent, the Board member may require that they be read out at the meeting.
- (3) A Board member nominated under any of clauses 21(1)(a) to (f) (inclusive) may be removed from the Board at any time at the expiration of 1 months notice of removal in writing to the President given by his or her nominator.

30. Ageing Well Foundation

- (1) There is established the Ageing Well Foundation on the terms of this Charter and the Foundation Rules. If there is any conflict between provisions of the Charter and the Foundation Rules, a decision of the Board as to its resolution shall be final.
- (2) The Institute shall endeavour to freely publish the results of research financed by the Foundation upon any intellectual property rights of the Institute being appropriately secured. The Institute shall make available for general use on the same terms to all interested bodies any Australian patents issued in the course of such research.

31. Foundation Committee

- (1) The scope and purposes of research activities financed by the Foundation shall be managed by the members of the Foundation Committee appointed as set out in the Foundation Rules.
- (2) The Foundation Committee shall be appointed as set out in the Foundation Rules.
- (3) The Foundation Committee shall meet at the times and manner set out in the Foundation Rules.

32. Foundation Accounts

- (1) A Foundation Account established by the Foundation Rules shall be used exclusively for the purposes of research consistent with the Statement of Purposes of the Institute.
- (2) The Board may give, and the Foundation Committee must observe, any directions given by the Board concerning the management and investment of a Foundation Account.
- (3) All Foundation Accounts shall be subject to independent audit.

33. Funds

- (1) The funds of the Institute shall be derived from annual subscriptions, donations, legacies and such other sources as the Board determines.
- (2) The funds of the Foundation shall be derived from donations, legacies and such other sources as the Board determines.

34. Cheques

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Executive Director and one other Board member or any delegate approved by the Board.
- (2) The Executive Director, Board members or any of them may delegate their cheque signing authority following prior approval of each transaction by the Executive Director or any nominee of the Executive Director.

35. Custody and inspection of records

- (1) All books, documents and securities of the Institute shall be held at the principal establishment of the Institute or in the custody of the Institute's bankers or solicitors and shall be available for inspection by Members during office hours.
- (2) The Board may facilitate inspection or careful inquiry or both by the Department of Health and Community Services Victoria or its successor into the administration (including the keeping of accounts), operations and management of the Institute.

36. Audit

- (1) The Board shall appoint a registered company auditor to be the auditor of the Institute and of the Foundation. The auditor may be removed by the Board at any time but if the auditor is removed the Board must ensure that another auditor is appointed immediately.
- (2) The accounts and books referred to in sub-clause 26(1) and clause 35 shall be available for inspection by the Auditor, who shall be entitled to request and obtain from the Treasurer, Secretary and the Executive Director from time to time such information, accounts and explanations as may be necessary for the performance of his or her duty as an auditor.
- (3) At the end of each financial year, the accounts and books referred to in sub-clause 26(1) and clause 35 shall be audited by the auditor, who shall present his or her report to the Board.

37. Seal

- (1) The Common Seal of the Institute shall be kept in the custody of the Secretary.

- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two Board members or of one Board member and of the Public Officer of the Institute.

38. Alteration of the Charter

- (1) This Charter, including the Foundation Rules, shall not be altered except in accordance with the Act.
- (2) Subject to the prohibition against trading and securing pecuniary profit for Members contained in section 51 of the Act, the Institute may, by special resolution, alter the Charter, including the Foundation Rules.
- (3) Subject to the Act, a resolution of the Institute is a special resolution if it is passed by a majority of not less than three-fourths of the Members being entitled under these rules so to do, voting in person or by proxy at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- (4) An alteration of the Charter, including the Foundation Rules, is of no effect until the Public Officer of the Institute has lodged with the Registrar of Incorporated Associations the notice and declaration required by the Act in respect of the alteration.

39. Notices

- (1) A notice may be served by or on behalf of the Institute upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

40. Dissolution or winding up of the Institute and Foundation

- (1) If, at any annual or other general meeting of the Members, a resolution for the dissolution or winding up of the Institute (whereof all Members shall have had at least 21 days notice of the resolution) shall be passed by a majority of at least three-fourths of the Members then present, the Institute shall be dissolved or wound up in accordance with the Act.
- (2) Upon the Institute ceasing to carry out research activities or being wound up or dissolved, any surplus remaining in the Foundation Account after full settlement of all just debts and liabilities incurred on account of the Foundation shall not be paid or transferred to any Member but shall be given or transferred, subject to the Act and in accordance with the law, to the research fund of an approved research institute determined by the Board and the North Western Health Care Network or its successor which qualifies under section 73A of the Income Tax Assessment Act.

- (3) Subject to sub-clause (2), upon dissolution or winding up of the Institute, all surplus assets or property remaining after full settlement of all just debts and liabilities incurred by the Institute shall not be paid or distributed to any Member but shall be given or transferred, subject to the Act and in accordance with the law, to the North Western Health Care Network or its successor provided that organisation is an institution which qualifies under section 78(4) of the Income Tax Assessment Act and if not then to a fund, authority or institution determined by the Board which has objects similar to those of the Institute and is a fund, authority or institution which qualifies under section 78(4) of the Income Tax Assessment Act.

Schedule 1

AGEING WELL FOUNDATION

Rules

1 Purpose

The Ageing Well Foundation is established as a research fund of the National Ageing Research Institute Incorporated to be used exclusively for the purpose of financing research consistent with the statement of purposes of the Institute which are to:

- (a) conduct research into all aspects of the biology of ageing including, but not limited to, the cause, prevention and cure of disease, and the relief of sickness and suffering, associated with ageing;
- (b) conduct and promote research and inquiry into the provision and effectiveness of clinical care, health services and technologies provided to the aged;
- (c) conduct and promote research into the health status and health needs of the aged;
- (d) develop the highest academic standards of study and practice in medicine as it relates to the aged;
- (e) participate in the provision of clinical services for the aged;
- (f) provide and promote education concerning ageing by the expansion, advancement and dissemination of knowledge concerning all aspects of ageing; and
- (g) establish the Foundation to fund the research projects of the Institute.

2 Interpretation

In these Rules, unless the contrary intention appears:

“**Approving Authority**” means the person or body which advises the Commonwealth Commissioner of Taxation from time to time on the qualification of medical research funds for the purposes of the Income Tax Assessment Act 1936;

“**Board**” means the Board of Management of the Institute as constituted under the Charter;

“**Charter**” means the statement of purposes and rules of the Institute, including these Foundation Rules;

“**Foundation**” means the Ageing Well Foundation;

“**Foundation Account**” means a bank or investment account or security maintained by the Institute for the purposes of the Foundation;

“**Foundation Committee**” means the committee established under Rule 3 to administer and manage the Foundation;

“**Foundation Rules**” means these rules for administering the Foundation as annexed as schedule 1 to and forming part of the Charter;

“**Institute**” means the National Ageing Research Institute (NARI);

“**Supporter**” means a person, corporation or organisation who or which demonstrates a commitment to, and is accepted by the Executive Director as a supporter of, the Ageing Well Foundation.

3 Foundation Committee

3.1 Foundation Committee members

- (a) The Foundation Committee shall be comprised of at least five (5) individuals who need not be members of the Institute, except that at least two (2) members of the Foundation Committee shall be members of the Board.
- (b) Subject to the approval of the Approving Authority, the members of the Foundation Committee are:
Mr. RJ Fynmore, AO, NARI Board Chairman, Foundation Chairman);
Professor RD Helme, NARI Executive Director;
Professor RG Larkins, Professor of Medicine, University of Melbourne;
Professor JJ McNeil, Professor of Medicine, Monash University; and
Professor CL Masters, Professor of Pathology, University of Melbourne.
- (c) The first members of the Foundation Committee are appointed for a term of five (5) years.

3.2 Duties

The Foundation Committee shall be solely responsible for determining the scope and purpose of the research activities conducted or sponsored by the Institute consistent with the statement of purposes of the Institute, which research activities are to be financed from funds in Foundation Accounts.

3.3 Vacancy

If through death, retirement or for any other reason, there is a vacancy on the Foundation Committee:

- (a) the Executive Director of the Institute shall nominate an appropriately qualified person to fill the vacancy, provided that person has given his or her prior consent in writing;
- (b) the nominations of the new member of the Foundation Committee shall, if required by the Commonwealth Commissioner of Taxation, be subject to approval by the Approving Authority;
- (c) subject to the approval of the Approving Authority, the Board may appoint that person to fill the vacancy on the Foundation Committee for a term of not more than five (5) years.

3.4 Reappointment

A member of the Foundation Committee whose term has expired may be reappointed.

3.5 Remuneration

A Committee Member shall not be remunerated for administration of the Foundation but the Board may approve the payment to a member of the Foundation Committee of expenses actually incurred by that member on the business of the Foundation, provided the incurring of the expense has first been approved by the Foundation Committee.

4 Foundation Committee meetings

4.1 Meetings

The Foundation Committee shall meet at least once per year and at such time and place as is determined by the Foundation Committee.

4.2 Quorum

The quorum at any meeting of the Foundation Committee shall be three (3) members of the Foundation Committee.

4.3 Procedure

The procedure of meetings of the Foundation Committee will be determined by the Foundation Committee and may be varied from time to time as the Foundation Committee sees fit.

4.4 Decisions

Any decision of the Foundation Committee may be made by a simple majority and, in the case of equality of votes, the chairman has a casting vote.

5 Foundation Accounts

5.1 Bank Accounts

The Institute shall establish and maintain, as a Foundation Account, a separate bank account or accounts into which shall be paid all gifts made to the Foundation for which income and other tax deductions exemptions or rebates are sought ("Gift Fund"). The Institute and Foundation shall only use the Gift Fund for the principal purposes of the Foundation.

5.2 Foundation Accounts

(a) The Institute may maintain Foundation Accounts into which all moneys and securities of the Foundation which are in any way associated with or

received or acquired in relation to the purposes of the Foundation shall be retained.

- (b) The Board shall approve the persons appointed to be authorised signatories of each Foundation Account, and any changes to those persons.

5.3 Audit

- (a) All Foundation Accounts and books of the Foundation shall be available for inspection by the auditor of the Institute.
- (b) At the end of each financial year of the Institute, the Foundation Accounts and books shall be audited by the auditor of the Institute, who shall present a report to the Foundation Committee and the Board.

5.4 Winding up

- (a) At the first occurrence of:
 - (1) the winding up of the Gift Fund; or
 - (2) the Institute or the Foundation (as the case may be) ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Asssment Act 1997

any surplus assets of the Gift Fund must be transferred to a research fund of an approved research institute gifts to which can be deducted under Division 30 of the Income Tax Assessment Act 1997.

- (b) The identity of the fund must be decided by the Board and the Melbourne Health Service or its successor.

6 Investments

6.1 Investment power

The Board may invest all or part of a Foundation Account in any form of trustee investment other than investments which are speculative, but, in making an investment, must exercise the care, diligence and skill that a prudent person would exercise in managing the affairs of other persons, and may:

- (a) obtain, consider and rely upon independent and impartial specialist advice reasonably required for the investment and management of a Foundation Account from a person whom they reasonably believe in good faith to be competent to give that advice; and

- (b) pay out of the Foundation Account the reasonable cost of obtaining the advice.

6.2 Relief from liability

No member of the Board or the Foundation Committee shall be liable for any loss or damage occasioned by the exercise of or failure to exercise any discretion or power conferred on the Board or Foundation Committee or as a consequence of any error or default on their part or on the part of any person having dealings with or in respect of a Foundation Account unless that member of the Board or Foundation Committee shall have knowingly in bad faith committed a breach of duty or of trust.

7 Supporters

- (1) The Executive Director may, with the approval of the Board, determine that there be different classes of Supporter each with its annual membership fee and entitlements.
- (2) The annual membership fee for each class of Supporters for each year shall be such amount payable at such time as the Board, on the recommendation of the Executive Director, determines.
- (3) A person, corporation or organisation may apply to the Executive Director to become a Supporter.
- (4) An application to become a Supporter shall:
 - (a) be made in writing in the form substantially approved by the Board;
 - (b) specify the class of membership applied for; and
 - (c) be lodged with the Executive Director or his or her nominee.
- (5) Upon an application being accepted by the Executive Director or his or her nominee, he or she shall notify the applicant accordingly and request payment of the first year's annual membership fee.
- (6) The Executive Director shall cause all Supporter membership fees to be paid into a Foundation Account.
- (7) The Executive Director shall keep and maintain a register of Supporters in which shall be entered the full name, address, class and date of approval for membership of each Supporter.

8 Dissolution or winding up

If under clause 40 of the Charter, any annual or other general meeting of the members of the Institute passes a resolution for the dissolution or winding up of the Institute, the Foundation shall be wound up in accordance with clause 40 of the Charter.

APPENDIX 1
APPLICATION FOR MEMBERSHIP
OF
NATIONAL AGEING RESEARCH INSTITUTE
INCORPORATED

I,

(Full name of Applicant)

of.....

(Address)

.....

(Occupation)

desire to become a member of the **National Ageing Research Institute Incorporated** (the "Institute").

In the event of my admission as a member, I agree to be bound by the Charter of the Institute for the time being in force.

.....

Signature of Applicant

.....

Date

I,, a member of the Institute, nominate the
(Name)

applicant, who is personally known to me, for membership of the Institute.

.....

Signature of Proposer

.....

Date

I, a member of the Institute, second the
nomination (Name)

of the applicant, who is personally known to me, for membership of the Institute.

.....

.....
Signature of Secunder

Date

APPENDIX 2
FORM OF APPOINTMENT OF PROXY

I of
.....

being a member of **National Ageing Research Institute Incorporated** (the
“Institute”)

hereby appoint of
.....

being a member of the Institute, as my proxy to vote for me on my behalf at the
general meeting of the Institute (annual general meeting or special general
meeting, as the case may be) to be held on the day of 19 /20
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).

Signed

The day of 19 /20 .

CHARTER
OF
**NATIONAL AGEING
RESEARCH
INSTITUTE**
INCORPORATED

Freehill Hollingdale & Page
Solicitors
101 Collins Street
Melbourne VIC 3000
Australia

Telephone: (03) 288 1234
Facsimile: (03) 288 1567
Reference: JGG:CRM