

Constitution

Neurosurgical Research Foundation Incorporated

2020

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1. Name

The name of the association is the Neurosurgical Research Foundation Incorporated (the "**Foundation**").

2. Definitions

In this Constitution where the context permits:

- 2.1 "**Act**" means the Associations Incorporation Act 1985;
- 2.2 "**Board**" means the committee of management of the Foundation as constituted in Clause 10.1 of this Constitution;
- 2.3 "**members**" means the members for the time being of the Foundation pursuant to this Constitution;
- 2.4 "**Neurosurgical Research Foundation Research Fund**" means the fund established pursuant to Clause 13.1;
- 2.5 "**neurosurgery**" and "**neurosurgical**" for the purposes of this Constitution include neurology and neurological respectively;
- 2.6 "**person**" includes a body corporate and a word importing the singular number includes the plural and vice versa and a word importing a gender includes every other gender;
- 2.7 "**President of the Foundation**" means the President of the Foundation from time to time elected pursuant to Clauses 10.3 and 10.4.

3. Objective and Mission

The object of the Foundation is directed towards research into the cause, diagnosis, prevention and treatment of diseases or injuries or malfunctions of the brain, spine, spinal cord and the nervous system.

The Mission shall include, without limiting the generality of the foregoing, the following:

- 3.1 To promote, foster, develop and assist the study of all matters related to neurosurgery.

- 3.2 To encourage, stimulate and aid research and investigation into such matters and to stimulate public interest in neurosurgery.
- 3.3 To cooperate with other organisations in neurosurgical work and research.
- 3.4 To encourage Post-Graduate study in neurosurgery.
- 3.5 To assist the NRF Chairs of Research that have been established at various research institutions, universities and hospitals.
- 3.6 To raise funds for the above purposes.

4. Powers

The Foundation shall have the following powers in addition to and without prejudice to any other powers expressed or implied herein or expressed or implied under or by virtue of the provisions of the Act:

- 4.1 To establish maintain fund support and act as trustee of and otherwise foster the objects of any institutions or trusts the functions of which are to support any of the objects of the Foundation.
- 4.2 To delegate to any appointee employee or member of the Foundation the conduct of any matter within the objects of the Foundation.
- 4.3 To purchase take on lease exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- 4.4 To purchase lease hire take in or otherwise acquire and to maintain and to in any way or manner dispose of any kind of vehicle machinery furniture or any chattels or other items and all manner of office equipment and stationery and all other things required or which may be deemed necessary or convenient for the purposes of the Foundation.
- 4.5 To sell exchange lease mortgage hire dispose of turn to account or otherwise deal with all or any part of the real and personal property of the Foundation.
- 4.6 To take over or enter into and conclude any arrangements or agreements and make or do any deed matter or thing in furtherance of the objects of the Foundation.
- 4.7 To apply for receive and administer any grant advance or loan from the State or the Commonwealth Government or from any other source.

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- 4.8 To raise collect receive have hold administer and dispose of money in the form of subscriptions donations legacies bequests or as a consequence of fund-raising activities of all types or otherwise received from any other source whatsoever.
- 4.9 To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Foundation.
- 4.10 To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation whether by way of donation sponsorships subscriptions or otherwise.
- 4.11 To borrow or raise or secure the payment of money in such manner as the Foundation thinks fit with power to issue debentures grant mortgages charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Foundation to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Foundation and to purchase redeem or pay off any existing or future security.
- 4.12 To invest in land (whether with or without security) and otherwise deal with the money of the Foundation (including income as well as capital) not immediately required for the purpose of the Foundation in such manner as may from time to time be determined.
- 4.13 To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- 4.14 To give any indemnity guarantee or security or enter into any bond in furtherance of the objects of the Foundation and without restricting the generality of the foregoing to indemnify any person firm or company or otherwise become liable for the performance by any particular person firm or company of any obligation contract or undertaking.
- 4.15 To appoint hire employ engage instruct dismiss and insure officers managers secretaries clerks servants and workmen and pay them and any persons for services rendered to the Foundation salaries wages bonuses gratuities and honoraria.

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- 4.16 To take out policies for directors' and officers' liability, loss of or damage to property, public liability or any other insurance as the Foundation may deem fit.
- 4.17 To regulate the internal affairs of the Foundation in such manner consistent with this Constitution as the Foundation considers fit.
- 4.18 To pay or apply the whole or any part or parts of the Research Funds established pursuant to Clause 13.1 hereof for the purpose of initiating, stimulating, facilitating and co coordinating scientific research for the purposes of section 73A of the Income Tax Assessment Act 1936 (the "Tax Act") either within or outside the Commonwealth, to be undertaken by individuals or organisations (whether or not they are bodies corporate) in the general areas of medicine and surgery with the purpose that the benefit of such scientific research be used and applied within the Commonwealth.
- 4.19 To do all such other lawful things as may be incidental or conducive to the attainment of the objects and exercise of the powers of the Foundation.
- 4.20 All or any of the powers of the Foundation may be carried out in any part of the Commonwealth or elsewhere.

5. Patron and Vice-Patrons

The Board may at any time invite any person or persons to become a Patron or Patrons and any person or persons to become the Vice Patron or Vice Patrons of the Foundation.

6. Membership

- 6.1 Any person on:
 - (a) payment of such annual subscription as shall from time to time be fixed by the Board;
 - (b) being proposed and seconded by members of the Foundation; and
 - (c) being accepted by the Board;

may become a member of the Foundation and such a member shall automatically cease to be a member if he or she shall fall 12 months in arrears in payment of the annual subscription in any year.

- 6.2 On the recommendation of the Board persons who have made a significant contribution of time and/or resources to the Foundation may be elected by

a general meeting of the Foundation to Honorary Life Membership without any further liability to pay the annual subscription.

- 6.3 The Board may upon payment of such sum or sums as the Board may from time to time determine elect any person to any other categories of membership of the Foundation which it may create and subject to such other terms and conditions as the Board may think fit.

7. Expulsion of a Member of the Foundation

- 7.1 Subject to giving a member an opportunity to be heard or to make a written submission the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Foundation.
- 7.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 7.3 The determination of the Board shall be communicated to the member and in the event of an adverse determination the member shall subject to Clause 7.4 cease to be a member 14 days after the Board has communicated its determination to him.
- 7.4 It shall be open to a member to appeal to the Foundation in general meeting against the expulsion. The intention to appeal shall be communicated to the Public Officer of the Foundation within 14 days after the determination of the Board has been communicated to the member.
- 7.5 In the event of an appeal under Clause 7.4 the appellant's membership of the Foundation shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Foundation in general meeting after the appellant has been heard and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

8. Resignation

A member may resign from membership of the Foundation by notice in writing to the President of the Foundation.

9. Meeting of Members

- 9.1 A general meeting of the members shall be held within 6 months after the end of the financial year of the Foundation and shall be known as the annual general meeting. Notice of such meeting shall be given to every member at least 14 days beforehand.
- 9.2 The Board may at any time and within 14 days of the receipt of a requisition signed by not less than 25 members stating the objects of the requisition shall convene a special meeting of the members by notice in writing posted or given to each member stating the time place and purpose of the special meeting.
- 9.3 A quorum for a meeting of members shall be 12 members and every meeting of the members shall be chaired by the President of the Foundation or in his absence by the Vice President or in the absence of both by some other member elected at the meeting. At all meetings of members each member shall have one vote except that the chairman at each meeting shall in the case of equality of votes have a second or casting vote.

10. Management

- 10.1 The management of the Foundation shall be vested in the Board which shall comprise not less than 7 persons elected by the members of the Foundation or such other number of persons as the Board shall from time to time determine.
- 10.2 Where possible, no less than 3 persons of the Board shall be active or retired neurosurgeons.
- 10.3 To be eligible for election to the Board a person must be:
- (a) a member of the Foundation; and
 - (b) proposed and seconded by members of the Foundation
 - (c) at least 18 years old; and
 - (d) are not disqualified from being a director of a company or a responsible person of a charity under the Corporations Act or Australian Charities and Not-for-profits Commission (ACNC).
- 10.4 Nominations for election of the President and Board members shall be made at the annual general meeting.
- 10.5 The President shall hold office for a term of 1 year but upon retirement shall be eligible for re-election.

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- 10.6 Members of the Board shall hold office for a term not exceeding 3 years but upon retirement shall be eligible for re-election.
- 10.7 The Board shall from time to time appoint from their number a Vice President, a Treasurer, a Chair of the Executive Committee, a Chair of the Scientific Committee and Chairs of any other committees which it may establish pursuant to Clause 17 and they shall hold such offices until the conclusion of the next annual general meeting of the members of the Foundation after their appointment.
- 10.8 The Treasurer shall be honorary unless it is otherwise decided at a general meeting and such decision shall continue in force until the next general meeting.
- 10.9 The NRF Executive Officer will be an ex-officio member of the Board and will act as Secretary of the Foundation.
- 10.10 A Board member may resign at any time by notice in writing to the President of the Foundation and may have their appointment terminated at any time by resolution passed at a duly convened and constituted general meeting of members of the Foundation.
- 10.11 In the event of any vacancy occurring on the Board, the Board may fill the vacancy and any appointments pursuant to this clause shall be for the duration of the unexpired term of office of the Board member replaced.
- 10.12 Duties of a Board Member – ACNC responsible person:
- (a) act with reasonable care and diligence
 - (b) act in good faith (honest and fair) in the best interests of the charity and for its charitable purposes
 - (c) not misuse their position as a responsible person
 - (d) not misuse information they gain in their role as a responsible person
 - (e) disclose perceived or actual material conflicts of interest
 - (f) ensure that the financial affairs of the charity are managed responsibly, and
 - (g) not allow the charity to operate while it is insolvent.
- 10.13 All Board Members must comply with the Foundation’s Conflict of Interest Policy. A register of Board member interest will be held by the Secretary and will be available at all board meetings. The Chair of all Foundation meetings will ask for new conflicts of interest to be declared if they have arisen.
- 10.14 Proceedings of Board:
- (a) A quorum for a meeting of the Board shall be 4 of the members of the Board.

- (b) Every meeting of the Board shall be chaired by the President of the Foundation or in his/her absence by the Vice President and in the absence of both the President and the Vice President the members of the Board present at the meeting shall elect one of their number to act as chair of the meeting.
- 10.15 Notice in writing of the time and place of every meeting of the Board shall be posted, faxed, sent by electronic mail or given to each member of the Board together with a short agenda at least 5 days prior to the time appointed provided that the Board may dispense with compliance with this Rule in the case of meetings called to consider matters of urgency.
- 10.16 At all meetings of the Board each member shall have one vote on all motions submitted except that the Chair of the meeting shall in the case of equality of votes have a second or casting vote.
- 10.17 The Board shall meet as often as may be required to conduct the business of the Foundation and not less than 4 times each calendar year.
- 10.18 The Board may meet using any technology consented to by the members of the Board. The consent may be a standing one. The technology used must give each member of the Board who wishes to participate in the meeting reasonable opportunity to do so.
- 10.19 A resolution in writing signed by all members of the Board or all those present in Australia at the relevant time or a resolution in writing of which notice has been given to all members of the Board and which is signed by a majority of those members entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board) is as valid as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the members of the Board. A facsimile or electronic transmission under the name of a member of the Board is deemed to be a document in writing signed by that member.

11. Auditor

- 11.1 The Board shall on such terms and conditions as to salary and otherwise as it thinks fit appoint an auditor or auditors who shall hold office until such time as they resign or their appointment is terminated by the Board whichever is the earlier.

- 11.2 The auditor or auditors shall audit the accounts of the Foundation and shall have power to call for the production of all books papers accounts and documents relating to the affairs of the Foundation and shall furnish a report on the correctness or otherwise of those accounts to the annual general meeting in each year and at such other meetings as the Board or the auditor or auditors shall deem necessary.

12. Accounts

The Board shall cause proper books of account and all other usual and necessary books (electronic or otherwise) to be provided and kept all of which books and all other books and documents of the Foundation and the safe custody thereof shall be under the superintendence and complete control of the Board and shall cause full and sufficient entries to be made in those books of all payments to or receipts by or on account of the Foundation and of all matters and transactions which shall properly be the subject of debit or credit accounts receipt or payment in which the Foundation or its property may be concerned or interested so that the financial state of the Foundation may at all times appear as accurately and clearly as circumstances may permit.

13. Research Funds

- 13.1 The Board shall establish and maintain a separate research fund and all gifts and bequests to the Foundation upon which a deduction under section 30-15 of the Income Tax Assessment Act, 1997 is claimed by the donor shall be paid into that fund. At the discretion of the Board, these funds can be invested into a Research Investment Fund, the proceeds of which shall be used to support scientific research for the purposes of section 73A of the Income Tax Assessment Act, 1936.
- 13.2 The Board shall from time to time appoint the members of a scientific committee (the "Scientific Committee") for such term as the Board deems fit which Committee shall consist of at least 5 members.
- 13.3 At least 4 members of the Scientific Committee shall be persons from medical, para medical, scientific and educational disciplines suitably qualified for assessing research into the cause, diagnosis, prevention and treatment of diseases or malfunction of the brain and the nervous system.
- 13.4 At least one-half of the Scientific Committee shall be members of the Board.

- 13.5 The Scientific Committee shall have referred to it by the Board all applications for grants or other assistance for scientific research. It shall assess such applications and determine the manner in which funds are to be applied to such research.
- 13.6 The Board shall receive the report of the Scientific Committee and may make money available from the research fund to or for the benefit of any suitable recipient selected by the Scientific Committee from time to time, provided that the services or benefit performed by the recipient relates to scientific research for the purposes of section 73A of the Income Tax Assessment Act, 1936.
- 13.7 In making recommendations for any grant or providing any other assistance from the research funds, the Scientific Committee shall be entitled to lay down such terms limitations and conditions of acceptance relating to subsequent service or benefit to be given by the recipient. The Foundation as may be agreed between the recipient and the Scientific Committee may require the recipient to enter into and execute such undertaking, bond, deed or document with the Foundation as the Scientific Committee may in each individual case and in its absolute and uncontrolled discretion think fit.
- 13.8 The Foundation may cause to be published in the scientific press the results of the scientific research funded by payments from the research funds.
- 13.9 The Scientific Committee shall from time to time and at least annually report to the Board on the scientific activities which have received funding from the research funds.
- 13.10 If the Foundation ceases to carry out its objects any surplus remaining in the research funds shall be transferred to another organisation which is involved in neurosurgical research and which is an approved research institute under section 73A of the Income Tax Assessment Act, 1936 and which has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act, 1997.

14. Financial Year

The financial year of the Foundation shall end on 31 March in every year.

15. Secretary

- 15.1 The Secretary shall be the Public Officer of the Foundation.

- 15.2 The Secretary shall:
- (a) keep minutes of the proceedings at every meeting which shall be confirmed at the next meeting of the Board or subcommittee as the case may be and shall issue notices for all meetings; and
 - (b) keep a roll of membership and such details and statistics as may be required by the Board and take charge of all correspondence and papers belonging to the Foundation and the Board.

16. Treasurer

- 16.1 The Treasurer shall receive all money belonging to the Foundation and disburse the same under the direction of the Board and report in writing on the state of the finances of the Foundation at such meetings of the Board as the Board shall deem necessary and at the annual general meeting shall present a financial report including therein a report on the income and expenditure for the last financial year.
- 16.2 The Board on the advice of the Treasurer shall establish such bank accounts including bank accounts which can be operated online or over the internet with such authorised signatories or operators as may be deemed appropriate for the needs of the Foundation.

17. Committees

- 17.1 The Board may from time to time appoint such committees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Board as the Board may determine.
- 17.2 Each such committee shall report its proceedings to the Board and shall conduct its business in accordance with the directions of the Board which may itself act in any matter, notwithstanding the existence of a committee formed for that purpose.
- 17.3 The Board shall have the power to co-opt to the committees any person, who need not be a member of the Foundation, to assist in the conduct of the business of the committees.
- 17.4 The President shall be an ex officio member of all committees.
- 17.5 At a committee meeting a majority of the members of it shall constitute a quorum.
- 17.6 The Chair of each committee must be a member of the Board.

18. Amendments to Constitution

Subject to due compliance with the provisions of the Act this Constitution may be altered or repealed by resolution passed at any meeting of the members provided that notice in writing of any proposed motion to amend the same shall have been given to all members not less than 1 month prior to the meeting at which such motion shall be moved and provided further that such motion be carried by at least a 2/3rd majority of the members present and voting.

19. Seal holders

19.1 The seal holders of the Foundation shall be such persons not exceeding 4 in number as the Board shall from time to time appoint. The Board may at any time without notice to any seal holder appoint any other person in their place.

19.2 The Foundation shall have a seal which shall be in the custody of the Secretary. The seal of the Foundation shall not be affixed to any document save with the authority of a resolution of the Board and shall not be so affixed except in the presence of at least 2 seal holders who each shall sign the document to which the seal is affixed.

20. Income and Property of the Foundation

The income derived by and the property of the Foundation shall at all times be applied solely in furtherance of the objects of the Foundation and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Foundation or other persons whether members of the Foundation or not for the carrying out or giving effect to any of the objects of the Foundation.

21. Winding Up and Revocation Clause

21.1 The Foundation shall be wound up voluntarily if a resolution to wind up is proposed at any meeting of the members duly convened and constituted and carried by a majority of not less than 3/4 of the members.

- 21.2 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the organisation
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - (c) money received by the organisation because of such gifts and contributions.

22. Circumstances not Provided for

If any circumstances shall arise as to which this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Board shall, subject to any directions from time to time given to it by resolution of a general meeting have power to determine what action may be taken to best give effect to the objects of the Foundation and ensure its efficient administration and every act of the Board bona fide resolved upon pursuant to this clause shall be as valid and effectual as if specifically authorised herein.

23. Saving Provisions

- 23.1 The Constitution as in existence prior to the adoption of this Constitution is repealed.
- 23.2 Any appointment made or motion passed under the Constitution hereby repealed, if in force at the commencement of this Constitution shall continue in force as far as practicable as if made or passed under this Constitution.