



Frank Fenner Foundation Inc.

RULES  
(last modified July 2014)

PART 1 PRELIMINARY

**1. Interpretation**

(1) In these rules, unless contrary intention appears:

“the Act” means the *Associations Incorporation Act 1991*;

“financial year” means the year ending on 30 June;

“the Foundation” means the Frank Fenner Foundation Incorporated;

“the Fund” means the Frank Fenner Foundation Public Fund;

“member” means a member, however described, of the Foundation;

“the regulations” means the *Associations Incorporation Regulations 1991*;

“special resolution” means a resolution of which 21 days’ notice has been given to members.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority or duty; and,

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

(3) The provisions of the *Acts Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

**2. Name**

The name of the Foundation shall be Frank Fenner Foundation Incorporated (the Foundation).

**3. Object**

The object for which the Foundation exists is to contribute to the establishment and maintenance of a society which is ecologically sustainable and conducive to the health and well-being of all sections of the human population by:

(1) providing an institutional framework for people to improve their understanding of nature and of the human relationship with nature, especially as this understanding is relevant to the health and well-being of both humans and of the biosphere;

(2) encouraging creative thinking and informed discussion on the significance of this understanding for decision-making and policies at all levels;

(3) acting as a bridge between interested and concerned members of the community on the one hand and specialist academics and researchers on the other;

(4) facilitating the flow of relevant information and the exchange of ideas between individuals, organisations and communities;

(5) encouraging the expression of opinions, ideas and feelings about nature-society themes through writing, community arts, radio, television, the internet, and other media; and

(6) to establish and maintain a public fund to be called the Frank Fenner Foundation Public Fund for the specific purpose of supporting the environmental objects of the Foundation. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.

#### **4. Activities**

Activities may include:

(1) providing information;

(2) publishing newsletters, magazines, websites, journals, books, and other material related to the object of the Foundation;

(3) organising workshops, courses, lectures, discussion groups, and symposia;

(4) facilitating open debates on ecological and health issues;

- (5) presenting displays and exhibitions;
- (6) bringing together research and other information; and,
- (7) such other activities that, in the opinion of the Board, may further the object of the Foundation.

## PART II MEMBERSHIP

### **5. Membership**

- (1) Any individual or body corporate which supports and endeavours to uphold the object of the Foundation is eligible to be a member of the Foundation.
- (2) Where a person or body corporate has:
  - (a) applied for membership in accordance with rule 7; and,
  - (b) has been approved for membership of the Foundation by the Board,

that person or body corporate shall become a member of the Foundation.

### **6. Fee**

- (1) Annual membership fees for each category of member shall be determined from time to time by resolution of the Board.
- (2) The annual membership fee becomes payable on 1 May each year,
- (3) The membership fee payable when first applying to become a member of the Foundation shall:
  - (a) for those joining between 1 May and 31 December, entitle them to membership through to 1 May of the same membership year; or,
  - (b) for those joining between 1 January and 30 April, entitle them to membership through to 1 May of the year following the membership year.

## **7. Application**

An application for membership shall be:

- (a) made in writing; and,
- (b) accompanied by the appropriate membership fee as determined under Rule 6.

## **8. Cessation**

Membership shall cease upon:

- (a) death or, in the case of a body corporate, dissolution;
- (b) resignation;
- (c) expulsion; or,
- (d) failure to renew membership of the Foundation within three months of the membership fee falling due.

## **9. Liability**

The liability of a member to contribute towards the payment of debts and liabilities of the Foundation, or the costs, charges, and expenses of the winding up of the Foundation is limited to the amount, if any, unpaid by the member in respect of membership of the Foundation as required in Rule 6.

## **10. Expulsion**

(1) Where the Board is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these rule, or;
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Foundation,

the Board may, by resolution, direct that a notice pursuant to sub-rule (2) be served on that member and the member show cause why (s)he should not be expelled from the Foundation.

(2) The resolution shall be served on that member as soon as practicable and shall state:

- (a) the grounds on which the resolution is based;
  - (b) that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) the date, place and time of that meeting; and,
  - (d) informing the member that the member may do either or both of the following:
    - i. attend and speak at the meeting; or,
    - ii. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (3) Subject to Section 50 of the Act, at a meeting of the Board mentioned in sub-rule (2), the Board shall:
- (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations;
  - (b) give due consideration to any oral or written representations submitted to the Board by that member at or prior to the meeting; and,
  - (c) by resolution, determine whether to confirm or to revoke the resolution of the Board made under sub-rule (1).
- (4) Where the Board confirms a resolution under sub-rule (3) the member shall be informed of that confirmation within 7 days by notice in writing. That notice shall also inform the member of the right to appeal under Rule 11.
- (5) A resolution confirmed by the Board under sub-rule (3) (c) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or,
  - (b) where within that period the member exercises the right of appeal, unless and until the Foundation confirms the resolution in accordance with sub-rule 10 (4).

## **11. Right of appeal**

(1) A member may appeal to the Foundation in a general meeting against a resolution of the Board which is confirmed under sub-rule 10 (3), by lodging with the Secretary a notice to that effect within 7 days after notice of confirmation of that resolution is served on the member.

(2) Upon receipt of a notice under sub-rule (1), the Secretary shall notify the Board, which shall convene a general meeting of the Foundation as soon as practicable.

(3) Subject to Section 50 of the Act, at a general meeting of the Foundation convened under sub-rule (2);

(a) no business other than the question of the appeal shall be transacted;

(b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and,

(c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule (10) (3) (c) is upheld.

### PART III BOARD

#### **12. Powers**

The Board, subject to the Act, the Regulations, these rules and to any resolution passed by the Foundation in general meeting:

(a) shall control and manage the affairs of the Foundation;

(b) may exercise all such functions as may be exercised by the Foundation other than those functions that are required by these rules to be exercised by the Foundation in general meeting; and,

(c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Foundation.

#### **13. Constitution and Membership**

(1) The Board shall consist of

(a) up to four office bearers:

- i. a Chair and a Vice Chair;
- ii. a Secretary; and,
- iii. a Treasurer

and

(b) up to five ordinary Board members.

(2) Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, and shall be eligible for re-election.

(3) In the event of a vacancy in the membership of the Board, the Board may appoint a member of the Foundation to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.

(4) The Board may co-opt to the Board, by majority vote of the Board, additional members not exceeding the number of elected members for a period until the next annual general meeting. At the annual general meeting such membership expires.

#### **14. Election**

(1) Nomination of candidates for election as office-bearers of the Foundation or as ordinary Board members shall be made in writing, signed by 2 members of the Foundation, accompanied by the written consent of the candidate and lodged with the Secretary prior to the annual general meeting.

(2) If insufficient written nominations are received to fill all vacancies on the Board, the candidates so nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

(4) If insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.



(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) A member is not eligible to simultaneously hold more than one position on the Board.

### **15. Chair and Vice Chair**

(1) The role of the Chair and Vice Chair is to oversee the implementation of decisions made by the Board.

(2) Where possible, either the Chair or the Vice Chair shall preside at meetings of the Board and meetings of the Foundation.

### **16. Secretary**

The Secretary shall be responsible for keeping minutes of all proceedings at Board meetings and receiving and issuing such notices as are required under these rules.

### **17. Treasurer**

(1) The Treasurer shall be responsible for:

(a) keeping correct accounts and books showing the financial affairs of the Foundation and its entities with full details of receipts and expenditure;

(b) collecting and receiving moneys due to the Foundation and make payments authorised by the Foundation; and,

(c) preparing the Foundation's accounts and books for annual examination by an auditor as per Rule 33.

### **18. Vacancy**

(1) A vacancy in the membership of the Board occurs if a member of the Board:

(a) dies;

(b) ceases to be a member of the Foundation;

(c) resigns from office;

(d) is removed from office pursuant to Rule 19;

(e) becomes an insolvent under administration within the meaning of the Corporations Law;

(f) suffers from mental or physical disability which renders that member incapable of performing the duties of Board member;

(g) is disqualified from office under subsection 63 (1) of the Act; or,

(h) is absent without the consent of the Board for three consecutive meetings of the Board.

## **19. Removal**

The Foundation, in general meeting by resolution, subject to Section 50 of the Act, may remove any member of the Board from office before the expiration of that member's term of office.

## **20. Procedures and quorum**

(1) The Board shall meet at least three times during its term of office at such place and time as the Board may determine.

(2) Additional meetings of the Board may be convened by any member of the Board.

(3) Oral or written notice of a meeting of the Board shall be given to each member of the Board at least 48 hours (or such other period that may be unanimously agreed upon by members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting, except business which the Board members present at the meeting agree to treat as urgent business.

(5) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

(6) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the day of the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

(8) At meetings of the Board:

(a) the Chair or Vice Chair shall preside; or,

(b) if both Chair and Vice Chair are absent, 1 of the other members of the Board may be chosen by the members present to preside.

(9) Minutes of proceedings at a meeting, when confirmed, shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **21. Voting and decisions**

(1) As far as possible questions arising at the meeting of the Board or any sub-committee appointed by the Board shall be determined by consensus. Where this is not possible questions shall be determined by a majority of the votes of members of the Board or committee present at the meeting.

(2) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Any act or thing suffered, or purported to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

## **PART IV GENERAL MEETINGS**

### **22. Annual general meetings**

(1) The Foundation shall, once in each year, convene an annual general meeting of its members.

(2) The annual general meeting shall be held on such a day (being not later than 5 months after the expiration of the financial year of the Foundation) as the Board determines.

(3) The annual general meeting shall be specified as such in the notice convening it and shall be in addition to any other general meetings that may be held in the same year.

(4) In addition to any other business that may be transacted, the business of the annual general meeting shall be:

(a) to confirm the minutes of the last preceding annual general meeting;

(b) to receive and consider Board reports on the activities of the Foundation, the annual financial accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act; and,

(c) to elect office bearers and ordinary members to the Board.

(5) An annual general meeting may conduct other business of which notice is given in accordance with these rules.

### **23. General meetings**

(1) The Board may, whenever it thinks fit, convene a general meeting of the Foundation.

(2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of members or 5 members (whichever is the greater) convene a general meeting of the Foundation.

(3) A requisition of members for a general meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisition;

(c) shall be lodged with the Secretary; and,

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Board fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.

(5) A general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Foundation for any reasonable expense so incurred.

#### **24. Notice of general meeting and annual general meeting**

(1) The Board shall give 21 days' notice in writing to members of the date, place and time of the annual general or general meeting as the case may be and the nature of the business to be transacted at that meeting.

(2) A member desiring to bring any business before the annual general meeting or a general meeting may give notice in writing of that business and it shall be included on the agenda for the annual general or general meeting as the case may be.

#### **25. Procedures and quorum**

(1) No item of business shall be transacted at the annual general meeting or a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) 11 members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of the annual general meeting or a general meeting.

(3) If, within half an hour after the appointed time for the commencement of the annual general meeting or a general meeting, a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved, and in any other case, shall stand adjourned to a place and time specified at the time of the adjournment by the person presiding at the meeting.

(4) If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, seven members shall constitute a quorum.

#### **26. Presiding member**

(1) The Chair or Vice Chair shall preside at the annual general meeting or a general meeting of the Foundation.

(2) If both Chair and Vice Chair are absent from the annual general meeting or general meeting, the members present shall elect 1 of their number to preside at the meeting.

## **27. Adjournment**

(1) The person presiding at an annual general or general meeting at which a quorum is present may, with the consent of the majority of members present at 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 an annual general or general meeting is adjourned for 14 days or more, oral or written notice of the adjourned meeting shall be given to each member of the Foundation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in sub-rule (2), notice of an adjournment of an annual general or general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. Decisions**

(1) A question arising at an annual general meeting or general meeting of the Foundation shall be determined on a show of hands and unless a poll is demanded pursuant to sub-rule 2, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the confirmed minutes of the Foundation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At an annual general or general meeting of the Foundation, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.

(3) Where a poll is demanded at an annual general or general meeting, the poll shall be taken:

(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or,

(b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **29. Voting**

(1) Subject to sub-rule (3), upon any question arising at an annual general or general meeting of the Foundation a member has 1 vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at an annual general or general meeting, the person presiding is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any annual general or general meeting of the Foundation unless all money due and payable by the member or proxy to the Foundation has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **30. Appointment of proxies**

(1) Each member shall be entitled to appoint another member as proxy by written notice delivered 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 a form determined by the Board.

(3) Proxy votes can only be exercised in relation to matters on which notice has been given.

## **PART V FINANCE AND AUDIT**

## **31. Income and property**

(1) The funds of the Foundation shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Foundation in general meeting and subject to section 114 of the Act, such other sources as the Board determines.

(2) Subject to any resolution made by the Foundation in general meeting, the funds of the Foundation shall be used solely in pursuance of the object of the Foundation in such a manner as the Board determines.

(3) Subject to sub-rule 4, no portion of the income and property of the Foundation, however derived, shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Foundation.

(4) Nothing in sub-rule (3) prevents the payment in good faith to a member of the Foundation of:

(a) remuneration in return for services actually rendered to the Foundation by that member or goods supplied by that member in the ordinary course of business;

(b) interest on funds loaned to the Foundation at a rate not exceeding the current (or if there is no current, most recent) rate for Australian Savings Bonds; or,

(c) a reasonable and proper sum by way of rent for premises let to the Foundation by that member.

### **32. Management of funds**

(1) The Board shall open such bank or other accounts in the name of the Foundation into which all moneys of the Foundation shall be paid.

(2) No cheques shall be drawn on the Foundation's accounts except for the payment of expenditure that has been approved by the Board.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or one employee and one member of the Board, being members or employees authorised to do so by the Board.

### **33. Auditor**

(1) The Board shall appoint a suitably qualified person (not being a member of the Foundation or the public officer) as auditor.



(2) At least once in each financial year, the auditor shall examine the accounts of the Foundation and certify to the members the correctness of those accounts.

## PART VI MISCELLEANEOUS

### **34. Public Officer**

(1) The Board shall appoint a resident of the Australian Capital Territory who is at least 18 years of age to be the public officer.

(2) The office of public officer becomes vacant if the person holding that office:

(a) dies;

(b) is removed as public officer by resolution of the Board;

(c) resigns from the office by notice in writing to the Board;

(d) becomes insolvent under administration within the meaning of the Corporations Law;

(e) suffers from a mental or physical incapacity which renders that person as incapable of acting as public officer;

(f) is convicted of an indictable offence in relation to the promotion, formation or management of a body corporate, or of an offence involving fraud or dishonesty; or

(g) ceases to be a resident of the Australian Capital Territory.

### **35. Alteration of object and rules**

The object and rules of the Foundation may be altered in accordance with section 29 of the Act, by special resolution at a general meeting of the Foundation.

### **36. Common seal**

(1) The common seal of the Foundation shall be kept in the custody of the Board.

(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 of 2 members of the Board at least one of whom shall be an office-bearer.

**36 (a) Custody of books**

Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her control all records and other documents of the Foundation

**36 (b) Inspection of Books**

The records and books and other documents of the Foundation shall be open to inspection at a place in the Territory, free of charge, by a member of the Foundation at a reasonable hour.

**37. Notices**

(1) For the purpose of these rules, a notice may be served by or on behalf of the Foundation upon any member at the member's address shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**38. Winding up**

(1) The members may by special resolution in general meeting, wind up the Foundation.

(2) Upon winding up of the Foundation, after the satisfaction of all debts and liabilities, any remaining moneys or property shall not be paid or distributed among the members.

(3) The general meeting at which the Foundation is wound up shall pass a special resolution nominating:

(a) another Foundation for the purpose of paragraph 92(1)(a) of the Act; or,

(b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act,

in which it is to vest its surplus property.

(4) An Association, fund or authority nominated under sub-rule (3) must have a similar object to that of the Foundation, fulfill the requirements specified in subsection 92(2) of the Act, and be on the Register of Environmental Organisations.

## PART VII FRANK FENNER FOUNDATION PUBLIC FUND

### **39. Rules for the Management of the Frank Fenner Foundation Public Fund**

(1) The objective of the Fund is to support the Foundation's environmental purposes.

(2) Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Foundation.

(3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

(4) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Foundation.

(5) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

(6) The Fund will be operated on a not-for-profit basis.

(7) A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the Foundation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

### **40. Ministerial Rules**

The Foundation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

### **41. Conduit Policy**

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

42. Winding-up

In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.