

NORTHERN TERRITORY OF AUSTRALIA

MENZIES SCHOOL OF HEALTH RESEARCH ACT

As in force at 8 March 2007

Table of provisions

Part I	Preliminary	
1	Short title	1
2	Commencement	1
3	Definitions.....	1
Part II	Menzies School of Health Research	
4	Establishment of School.....	2
5	Functions of School.....	2
6	Powers of School.....	3
7	Members	4
8	Annual general meeting.....	4
Part III	Board	
10	School to be controlled by Board.....	5
11	Composition of Board.....	5
12	Period of office	6
13	Chairperson.....	6
14	Resignation of Board member.....	6
15	Vacation of office.....	7
16	Disclosure of interest	7
17	Meetings of Board	9
18	Presiding at meetings.....	9
19	Academic Standing Committee	9
20	Finance Committee	10
21	Committees generally.....	10
22	Annual report to be submitted to annual general meeting.....	10
Part IV	Finance	
23	School not to be specified as agency for purposes of <i>Financial Management Act</i>	10
25	School accounts	10
26	Proper accounts to be kept.....	11
27	Gifts etc. and trust funds	11
28	Investment.....	12
29	Variation of terms of trust or gift	13
30	Financial accommodation.....	14
31	Budget and business plan	15

32	Financial report.....	15
----	-----------------------	----

Part V Appointments, &c.

33	Appointments of Director and staff	15
34	Consultants may be engaged	16

Part VI Miscellaneous

35	Trading, &c., corporations	16
36	Delegation	16
37	Terms of contract and execution of documents.....	17
38	Protection of members, Board members etc.	17
39	Re-election or re-appointment	18
40	Validity of proceedings	18
41	No discrimination	18
42	Rules	18
43	Transitional.....	19

ENDNOTES

NORTHERN TERRITORY OF AUSTRALIA

This reprint shows the Act as in force at 8 March 2007. Any amendments that commence after that date are not included.

MENZIES SCHOOL OF HEALTH RESEARCH ACT

An Act to establish as a body corporate the Menzies School of Health Research, and for related purposes

Part I Preliminary

1 Short title

This Act may be cited as the *Menzies School of Health Research Act*.

2 Commencement

This Act shall come into operation on a date to be fixed by the Administrator by notice in the *Gazette*.

3 Definitions

In this Act, unless the contrary intention appears:

Board means the Board of the School.

Board member means a person holding office as a member of the Board under section 11.

Chairperson means the Chairperson of the Board and includes the Deputy Chairperson while he or she is acting as the Chairperson.

Charles Darwin University means the university of that name established by the *Charles Darwin University Act*.

Deputy Chairperson means the Deputy Chairperson of the Board.

Director means the Director of the School and includes a person for the time being acting in or performing the duties of the office of the Director.

member means a Board member or a person appointed under section 7 as a member of the School.

Menzies Foundation means the Sir Robert Menzies National Foundation of Health, Fitness and Physical Achievement established by the Sir Robert Menzies Memorial Limited.

School means the Menzies School of Health Research established by section 4(1).

Secretary means the person employed under section 33(5) as the Secretary of the School.

Part II Menzies School of Health Research

4 Establishment of School

- (1) There is hereby established a School by the name of the Menzies School of Health Research.
- (2) The School:
 - (a) is a body corporate with perpetual succession;
 - (b) shall have a common seal; and
 - (c) is capable, in its corporate name, of acquiring, holding and disposing of real and personal property and of suing and being sued.
- (3) All courts, judges and persons acting judicially shall take judicial notice of the common seal of the School affixed to a document and shall assume that it was duly affixed.

5 Functions of School

The functions of the School are:

- (a) to promote improvement in the health of all people in tropical and central Australia by establishing and developing a centre of scientific excellence in health research and health education;
- (b) to advance knowledge in the fields of health research and health education, particularly in relation to human health, and to seek and discover the origins and causes of diseases and ill health;
- (c) to use the knowledge so gained to improve methods of prevention, diagnosis and the treatment of disease and ill health in both humans and animals;

- (d) to serve as a centre for learning and training in health research and health education;
- (e) to promote and encourage post graduate research into matters relating to the functions of the School within Charles Darwin University as a research school of that University or in co-operation with other medical or educational institutions; and
- (f) such other functions as the Board thinks fit.

6 Powers of School

- (1) Subject to this Act, the School has power to do all things that are necessary or convenient to be done for or in connection with, or incidental to, the performance of its functions and the exercise of its powers.
- (2) Without limiting the generality of subsection (1), the School may, for the purpose of carrying out its functions or exercising its powers, including a power conferred on it elsewhere in this Act:
 - (a) enter into contracts;
 - (b) purchase, take on lease or otherwise acquire and sell, grant leases of or otherwise dispose of, real or personal property;
 - (c) erect buildings;
 - (d) occupy, use and control any land or building owned or held under lease and made available for the purposes of the School;
 - (e) act in association with an organization, society or other body having similar functions or objectives to those of the School;
 - (f) obtain or raise money from any source by means of grants, subsidies, subscriptions, gifts, bequests, public appeals or other means;
 - (g) subject to section 30, borrow money either without security or on the security of the whole or any part of the property of the School;
 - (h) impose fees and other charges for services provided by the School, including fees in relation to awards of the School and tuition and examination fees;

- (j) create, develop, apply for, obtain and hold intellectual and industrial property and rights and enter into agreements or arrangements for the commercial exploitation of any such property and rights on such terms as to royalties, lump sum payments or otherwise as the Board thinks fit;
- (k) acquire property by way of gift inter vivos, bequest or devise and agree to any condition, not inconsistent with the functions of the School, attaching to any such gift, bequest or devise and act as trustee; and
- (m) except as provided by a condition agreed to by the Board on its acquisition of property or the terms of a trust subject to which property is held, invest the moneys of the School in such investments, and in such manner, as the Board thinks fit.

7 Members

- (1) The School shall consist of the Board members and the persons appointed under this section as members.
- (2) The Board may invite such persons as it thinks fit to be members of the School.
- (3) On the acceptance in writing of an invitation under subsection (2), the Board shall appoint a person to be a member.
- (4) A member who is not a Board member may resign his office as a member by writing signed by him and delivered to the Secretary but such resignation is not effective until accepted by the Board.

8 Annual general meeting

- (1) An annual general meeting of members shall be held as soon as practicable after the end of each financial year at such time and place as the Board thinks fit.
- (2) The business of the annual general meeting shall be to receive and consider the statement of receipts and expenditure of the School, the auditor's report on that statement and a report by the Board on the work of the School.
- (3) The manner of calling an annual general meeting and the procedures relating to the conduct of the meeting shall be as prescribed.

Part III Board**10 School to be controlled by Board**

- (1) The affairs of the School shall be conducted and controlled by the Board.
- (2) All acts and things done in the name or on behalf of the School by or with the authority, express or implied, of the Board shall be deemed to have been done by the School.

11 Composition of Board

- (1) Subject to this section, the Board consists of:
 - (a) the Director;
 - (b) the Vice-Chancellor of Charles Darwin University;
 - (c) the person holding the office in Charles Darwin University of Deputy Vice-Chancellor (Research); and
 - (d) 10 persons appointed by the Administrator.
- (2) Of the persons appointed under subsection (1)(d):
 - (a) one is to be appointed on the nomination of the Minister responsible for the administration of this Act;
 - (b) one is to be appointed on the nomination of the Minister responsible for the administration of the *Charles Darwin University Act*;
 - (c) one is to be appointed on the nomination of the Menzies Foundation;
 - (d) 5 are to be appointed on the nomination of the Council of Charles Darwin University; and
 - (e) 2 are to be appointed on the nomination of the Board.
- (3) Of the persons nominated under subsection (2)(d):
 - (a) one is to be a person from an Australian university (with which Charles Darwin University has a formal relationship) who has experience in teaching or research in health;
 - (b) one is to be a person who is a Fellow of the Australian Academy of Science with expertise in public health research;

- (c) one is to be a person who is an Aboriginal or Torres Strait Islander with experience in the health sector; and
 - (d) 2 are to be persons who have skills and perspectives (including financial and commercial expertise) that the Council of Charles Darwin University considers would be valuable to the Board.
- (4) A person nominated under subsection (2)(e) is to have skills and perspectives that the Board considers would be valuable to it.
- (5) A Board member appointed on the nomination of the Menzies Foundation holds office for as long only as the Foundation continues to make an annual grant of funds to the School and no person can be appointed or hold office as a Board member on the nomination of the Foundation unless an agreement with the Board for the payment of an annual grant is in force.

12 Period of office

- (1) Subject to this Act, a Board member appointed under section 11(1)(d) holds office for such period not exceeding 3 years, as the Administrator thinks fit and specifies in the instrument of appointment.
- (2) Without limiting the generality of subsection (1), a Board member appointed under section 11(1)(d) holds office for as long only as he remains the nominee of the person or body on whose nomination he was appointed or holds office and shall cease to be a Board member on receipt by the Secretary of notice in writing of that person or body advising the Board that the Board member ceases to be so nominated or to be that nominee.
- (3) Subject to this Act, a person appointed a Board member under section 11(1)(d) may be re-appointed when his or her term expires.

13 Chairperson

- (1) The Board must elect a Board member appointed under section 11(1)(d) to be the Chairperson of the Board.
- (2) The Board may elect a Board member appointed under section 11(1)(d) to be the Deputy Chairperson of the Board.

14 Resignation of Board member

A Board member appointed under section 11(1)(d) may resign his office as Board member by writing signed by him and delivered to the Secretary.

15 Vacation of office

A Board member appointed under section 11(1)(d) vacates office:

- (a) if he becomes bankrupt, applies to take the benefit of a law for the relief of bankrupt or insolvent debtors, compounds with his creditors or makes an assignment of his remuneration for their benefit;
- (b) if he is convicted in the Territory of an offence punishable by imprisonment for 12 months or more, or is convicted elsewhere than in the Territory of an offence which if committed in the Territory would be an offence so punishable;
- (c) if the Administrator receives a report from the Chief Health Officer, based on advice from 2 medical practitioners, that as a result of the member's mental illness, as defined in the *Mental Health and Related Services Act*, he or she has become incapable of performing his or her duties as a member and is unlikely to be able to perform them for the remainder of his or her term of appointment;
- (d) if he absents himself for reasons other than illness or other unavoidable cause from 2 consecutive ordinary meetings of the Board of which reasonable notice has been given to him personally or by post and he is not, before the expiration of 6 weeks after the last of those meetings, excused by the Board for being absent from those meetings;
- (e) if he resigns his office;
- (f) if he knowingly contravenes or fails to comply with section 16;
or
- (g) on receipt by the Secretary of a notice under section 12(2) relating to that Board member.

16 Disclosure of interest

- (1) A Board member who has a direct or indirect pecuniary interest in:
 - (a) a matter being considered or about to be considered at a meeting of the Board; or
 - (b) a thing being done or about to be done by the Board,

otherwise than as a member of, and in common with the other members of, an incorporated company consisting of not less than 25 members and of which he is not a director shall, as soon as possible after the relevant facts have come to his knowledge,

disclose the nature of the interest at a meeting of the Board.

- (2) A disclosure by a Board member at a meeting of the Board that he:
- (a) is a member, or is in the employment, of a specified company or other body;
 - (b) is a partner, or is in the employment, of a specified person; or
 - (c) has some other specified interest relating to a specified company or other body or a specified person,

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

- (3) The Board shall cause particulars of all disclosures made under this section to be recorded in a book kept for the purpose and that book shall be open at all reasonable times to inspection by any person on payment of such fee, if any, as is determined from time to time by the Board.
- (4) After a Board member has, or shall be deemed to have, disclosed the nature of an interest in a matter or thing pursuant to this section, he shall not, unless the Board (in the absence of that Board member) otherwise determines:
- (a) be present during any deliberation of the Board, or take part in a decision of the Board, in relation to that matter; or
 - (b) exercise a function under this Act in relation to that thing.
- (5) A contravention of or non-compliance with this section does not invalidate a decision of the Board or the exercise of a power or performance of a function under this Act.
- (6) Nothing in this section applies to or in relation to an interest of a Board member in a matter or thing which arises by reason only of his being a medical practitioner.
- (7) A reference in this section to the Board includes a reference to a committee of the Board and a reference to a Board member includes a reference to a member of a committee of the Board who is not a Board member.

17 Meetings of Board

- (1) The Chairperson shall call such meetings of the Board as are necessary for the exercise of its powers and the performance of its functions but so that the number of meetings held in a financial year is not less than 2.
- (2) The Chairperson shall call a meeting of the Board if requested to do so by not less than 50% of the Board members for the time being holding office.
- (3) At a meeting of the Board:
 - (a) 50% of the Board members for the time being holding office constitute a quorum;
 - (b) questions arising shall be determined by a majority of the votes of the Board members present and voting and, in the event of an equality of votes, the matter shall be deferred for consideration at the next meeting of the Board to be held on a subsequent day and, in the event of an equality of votes at that next meeting, the matter shall be taken to have been defeated; and
 - (c) subject to this Act and the Rules made under section 42, the Board shall determine the procedure to be followed at or in connection with the meeting.

18 Presiding at meetings

- (1) Subject to subsection (2), the Chairperson or, in his absence, the Deputy Chairperson shall preside at all meetings of the Board at which he is present.
- (2) In the absence of the Chairperson or Deputy Chairperson, the Board members present at a meeting of the Board shall elect an acting chairperson and that person may exercise the powers and shall perform the functions of the Chairperson for that meeting.

19 Academic Standing Committee

- (1) The Board shall establish an Academic Standing Committee consisting of the Director, one other Board member and such other persons as the Vice-Chancellor of Charles Darwin University recommends should be appointed to the Committee.
- (2) The Academic Standing Committee shall advise the Board on all academic appointments and promotions and on such matters relating to the academic activities of the School as the Committee thinks fit or on which the Board requests advice.

- (3) The Academic Standing Committee shall advise the Board on arrangements for an external review of the academic and scientific activities of the School which review shall be conducted at intervals not exceeding 5 years.

20 Finance Committee

- (1) The Board must establish a Finance Committee.
- (2) Subject to the direction and control of the Board, the Finance Committee shall report to the Board on the financial position of the School, and on the management of the School's funds, at such intervals as the Board requires.

21 Committees generally

- (1) The Board may establish such other committees as it thinks fit.
- (2) A person may be appointed as a member of a committee established under this section or sections 19 or 20 whether or not he is a Board member.
- (3) Unless the Board otherwise directs, the Director shall be a member of each committee established by the Board.

22 Annual report to be submitted to annual general meeting

As soon as practicable after the end of each financial year, the Board shall submit an annual report on the work, and the audited statement of receipts and expenditure, of the School for the financial year to the annual general meeting referred to in section 8(1) and to the Council of Charles Darwin University.

Part IV Finance

23 School not to be specified as agency for purposes of *Financial Management Act*

The School is not, and is not capable of being, an Agency within the meaning and for the purposes of the *Financial Management Act*.

25 School accounts

- (1) Subject to this Part, the Board shall open and maintain such account or accounts with an ADI or ADIs or the Territory Insurance Office as it thinks fit.

- (2) There shall be paid to the credit of the account or accounts referred to in subsection (1) all moneys received by the School.
- (3) Subject to the terms of a trust, money in an account referred to in subsection (1) shall be applied by or with the authority of the Board only for the purposes of the School.

26 Proper accounts to be kept

- (1) The Board shall cause to be kept proper accounts and records of the transactions and affairs of the School and shall do all things necessary to ensure that all payments out of the moneys of the School are correctly made and properly authorized and that adequate control is maintained over the assets of, or in the custody of, the School and over the incurring of liabilities by the School.
- (2) The Board must provide the Council of Charles Darwin University with quarterly accounts of the operations of the School.

27 Gifts etc. and trust funds

- (1) In exercising its powers to acquire, hold, deal with or dispose of real or personal property, the School may agree to and carry out the conditions of a gift, grant, bequest, devise, purchase, lease or other means whereby it acquires or holds property.
- (2) The Board may create and administer trust funds or other funds:
 - (a) in connection with real or personal property held by it in accordance with subsection (1); or
 - (b) for any other purpose,as it thinks fit.
- (3) If money is received by the School in accordance with subsection (1), it must be paid into a fund established by the Board under subsection (2) for that purpose.
- (4) If:
 - (a) a fund referred to in subsection (3) is wound up; or
 - (b) the School ceases to be endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997* of the Commonwealth,

the Board must transfer the balance of the fund (after paying the fund's liabilities, if any) to a fund, authority or institution that is endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997* of the Commonwealth.

28 Investment

- (1) The Board may establish such investment common funds for the collective investment of trust or other moneys of or in the custody of the School as it thinks fit.
- (2) The Board may from time to time, without liability for breach of trust, bring into or withdraw from the investment common fund the whole or any part of moneys of the School trust moneys or other moneys held by or in the custody of the School.
- (3) Subject to subsections (4) and (5), the Board shall periodically distribute the income of each investment common fund among the funds participating in the common fund, having regard to the extent of the participation of each fund in the common fund during the relevant accounting period.
- (4) Where moneys received by the Board to be expended for a stated purpose have been brought into an investment account but cannot, or will not immediately, be expended for that purpose, the Board may pay into the general funds of the School the whole or any part of that part of the income of that investment common fund that is attributed to the participation of those moneys in that fund and which are not required for that stated purpose.
- (5) The Board may, as it thinks fit, add such portion of the income of an investment account as it thinks fit to the capital of the common fund or use such portion of that income as it thinks fit to establish or augment a fund or funds as a provision against capital depreciation or reduction of income.
- (6) Moneys of the School (whether forming part of a common fund or not), including moneys held on trust or subject to a condition, may be invested by the Board in an investment that the Treasurer is permitted to invest in under section 29 of the *Financial Management Act*.
- (7) A power conferred on the Board by this section, or by a rule relating to investment of property, shall not be exercised by the Board in relation to a trust fund or other moneys where:
 - (a) the investment creating the trust expressly directs to the contrary; or

- (b) the exercise of the power would constitute a breach of a condition under which the fund or moneys in question was or were acquired.

29 Variation of terms of trust or gift

- (1) In this section **approved scheme** means a scheme, with or without modification, approved under subsection (3) by the Administrator.
- (2) Where property is held by the School on terms requiring it or the income from the property to be applied for a purpose or purposes and:
 - (a) the purpose or all or any of the purposes has or have been effected;
 - (b) the purpose or all or any of the purposes has or have ceased to exist;
 - (c) the purpose or all or any of the purposes has or have been adequately provided for by other means;
 - (d) the purpose or all or any of the purposes is or are uncertain or cannot be identified or is or are not sufficiently defined;
 - (e) it becomes impossible, impracticable or inexpedient to carry out the purpose or all or any of the purposes; or
 - (f) the property or income from the property proves inadequate to carry out the purpose or all or any of the purposes,

the Board may, subject to this section, cause to be prepared a scheme by which that property or any part or residue of that property shall be held on terms requiring the property or the income from the property to be applied for the purpose or purposes designated in the scheme.

- (3) A scheme under subsection (1) shall be submitted by the Board to the Administrator and on receipt of the scheme the Administrator may:
 - (a) by notice in the *Gazette*:
 - (i) approve the scheme; or
 - (ii) approve the scheme with such modifications as he thinks fit; or
 - (b) by notice in writing to the Board, refuse to approve the scheme.

- (4) Where, in relation to property or a part or residue of property held by the School there is in existence an approved scheme, the property, part or residue shall, in accordance with the approved scheme, be diverted from the purpose or purposes for which it was held and shall be held for the purpose or purposes as designated in the approved scheme.
- (5) In selecting a purpose for an approved scheme or for an amendment of an approved scheme, the School shall have a preference for a purpose which, in its opinion, is as nearly similar to the purpose or purposes for which the property concerned is, for the time being, held by the School as is consistent with useful and convenient achievement but such a scheme or amendment shall not be invalidated or otherwise prejudiced by reason only that another purpose may have more properly been selected by the Board in accordance with this subsection.
- (6) On its publication in the *Gazette* judicial notice shall be taken of an approved scheme and of all amendments of the scheme.
- (7) The powers conferred by this section are in addition to any other power or right exercisable in law in relation to property held by the School on trust.

30 Financial accommodation

- (1) Subject to subsection (2), for the purpose of providing financial accommodation for enabling the School to perform its functions, the Board may, with the prior approval of the Council of Charles Darwin University and the Treasurer, obtain advances by way of loan:
 - (a) from the Treasurer;
 - (aa) from Charles Darwin University;
 - (b) on overdraft from an ADI; or
 - (c) from any other person, on such security at such rate of interest and subject to such other terms and conditions as the Board, with the approval of the Council of Charles Darwin University and the Treasurer, thinks fit.
- (2) The Board may, without the prior approval of the Council of Charles Darwin University and the Treasurer, obtain an advance by way of loan on overdraft from an ADI where the aggregate of that advance and all other such advances on overdraft from that or any other ADI obtained without the prior approval of the Council of Charles Darwin University and the Treasurer does not exceed \$50,000.

31 Budget and business plan

The Board shall:

- (a) within 3 months of the commencement of each financial year – adopt a budget for the financial year for all funds of the School, other than those to which paragraph (b) relates, and shall approve all amendments to the budget, and shall control the expenditure of the School so that it conforms as nearly as practicable to the approved budget;
- (aa) within 3 months of the commencement of each financial year – approve a business plan for the financial year; and
- (b) review annually funds available to the School by way of bequest, donation or special grant and the expenditure thereof, and shall, subject to the terms of a trust and before any such expenditure is made, approve the proposed disposition of those funds.

32 Financial report

- (1) The Director must, within 3 months after the end of a financial year:
 - (a) prepare a report of the operations of the School during the financial year; and
 - (b) forward the report to the Auditor-General.
- (2) The Auditor-General must:
 - (a) audit the report forwarded under subsection (1)(b); and
 - (b) forward the report and the report of the audit to the Minister and the Council of Charles Darwin University.
- (3) The report of the Auditor-General under subsection (2) must accompany the report that he or she prepares under section 39(6) of the *Charles Darwin University Act*.

Part V Appointments, &c.**33 Appointments of Director and staff**

- (1) Subject to subsection (4) and section 43(4), the Board shall, on such terms and conditions as it thinks fit, appoint a Director who shall, subject to the directions of the Board, be responsible to the Board for the financial and administrative management of the School, including the direction of all clinical, medical and scientific

research and the teaching programmes of the School.

- (2) The Administrator may confirm or refuse to confirm an appointment made under subsection (1) or a term or condition in respect of such appointment.
- (3) No appointment made under subsection (1), or a term or condition in respect of any such appointment, shall have force or effect unless and until confirmed by the Administrator.
- (4) The appointment of the Director shall not be terminated except by a resolution at a meeting of the Board passed by a majority of not less than two-thirds of the Board members entitled to be present at the meeting and to vote on the resolution.
- (5) The Board may employ, on such terms and conditions as it thinks fit, such other persons as it thinks necessary for the purposes of the School.

34 Consultants may be engaged

The Board may engage consultants to the School and make such arrangements to be provided with advice as it thinks fit.

Part VI Miscellaneous

35 Trading, &c., corporations

The Board may establish by registration in the Territory or elsewhere, or participate in the establishment of, such trading, research or other corporation as it thinks fit for the purpose of promoting or assisting, or in connection with the functions of, the School.

36 Delegation

- (1) The Board and, subject to the directions of the Board, the Director may, by instrument in writing, delegate to a person any of its or his powers and functions under this Act, other than this power of delegation and, in the case of the Board, the power to make Rules under section 42.
- (2) A power or function delegated under this section, when exercised or performed by the delegate, shall, for the purposes of this Act, be deemed to have been exercised or performed by the Board or the Director, as the case may be.

- (3) A delegation under this section does not prevent the exercise of a power or the performance of a function by the Board or the Director.
- (4) Where a power or function is delegated under this section by the Board to a member of the staff of the School, that power or function shall be deemed to have been delegated to the Director also.

37 Terms of contract and execution of documents

- (1) A deed, instrument, contract or agreement relating to any property or matter which, if made or executed by an individual, would by law be required to be in writing under seal may be made on behalf of the School in writing under the common seal of the School.
- (2) An instrument, contract or agreement relating to any property or matter which, if made by or between individuals would be required to be in writing signed by the parties to be charged therewith, may be made on behalf of the School in writing by a person acting under the authority, express or implied, of the Board.
- (3) A contract relating to any property or matter which, if made between individuals, would by law be valid although made by parol only (and not reduced to writing) may be made on behalf of the School by a person acting under the authority, expressed or implied, of the Board.
- (4) A contract entered into or an instrument, contract or agreement signed in relation to any property or obligation of the School shall be deemed to have been entered into or signed with the express authority of the Board if it is entered into or signed in accordance with a resolution of the Board for the time being in force.

38 Protection of members, Board members etc.

No action or proceeding, civil or criminal, shall be commenced or lie against a member or Board member for or in respect of an act or thing done or omitted to be done in good faith:

- (a) by him in his capacity as a member or Board member; or
- (b) the School or the Board,

in the exercise or purported exercise of a power, or the performance or purported performance of a function, under this Act.

39 Re-election or re-appointment

Nothing in this Act shall prevent a person from being, at any time, re-appointed to an office or place under this Act if he is otherwise qualified or capable of holding that office or place.

40 Validity of proceedings

No proceedings of the Board or of a committee of the Board, and no act done by the Director or a delegate of the Board or the Director, shall be invalidated by reason only of:

- (a) a defect in the appointment or nomination of, or of a disqualification of, a member or such a person;
- (b) a defect in the convening or conduct of a meeting of the Board or a committee of the Board;
- (c) there being a vacancy in the membership of the Board or a committee of the Board;
- (d) the fact that a person purporting to be a member of the Board or a committee of the Board by virtue of an office held by him did not hold that office;
- (e) the fact that a person purporting to be a member of the Board or a committee of the Board was not such a member; or
- (f) a contravention of or noncompliance with section 16 by a member of the Board or a committee of the Board.

41 No discrimination

The School shall not discriminate against or in favour of a person on the grounds of that person's sex, religion, race, physical disability or political beliefs.

42 Rules

- (1) The Board may make rules, not inconsistent with this Act, prescribing matters:
 - (a) required or permitted by this Act to be prescribed; or
 - (b) necessary or convenient to be prescribed for carrying out or giving effect to this Act,and in particular in relation to:
 - (c) the meetings of the Board and the members;

- (d) the qualifications of the Director;
 - (e) the functions of the Chairperson, Deputy Chairperson and Secretary;
 - (f) the committees of the School and of the Board;
 - (g) the meetings of committees established under section 21 or the Rules;
 - (h) annual and other periodic reports;
 - (j) the control of access to and use of land and buildings occupied by the School, including the control of vehicular and other traffic on such land and the parking of vehicles; and
 - (k) the imposing of penalties, not exceeding \$50, for a contravention of or failure to comply with the Rules.
- (2) Section 63 of the *Interpretation Act* does not apply to Rules under this section.
- (3) The Board shall, as soon as practicable publish in the *Gazette* a notice of the making of Rules under this section and of the place where copies of the Rules may be purchased or otherwise obtained.
- (4) Rules made under this section take effect from the date of publication of the notice under subsection (3) or, where a date later than the date of publication of that notice is provided for in the Rules, from the date so provided.

43 Transitional

- (1) In this section:

Authority means the University Planning Authority established by the *University (Interim Arrangements) Act*.

existing School means the Menzies School of Health Research declared under the *University (Interim Arrangements) Act*, by instrument dated 17 January 1983 made under that Act by the Authority, to be established.

- (2) The persons who, immediately before the commencement of this Act, constituted the Board of the existing School shall, on that commencement and until the expiration of 6 months after that commencement, but subject to this Act, constitute the Board of the School and shall be Governors for the purposes of this Act.

- (3) The persons who, immediately before the commencement of this Act, were the Chairman and Deputy Chairman of the Board of the existing School shall, on and after that commencement until the election of the first Chairman and Deputy Chairman under section 13 of this Act, but subject to this Act, be the Chairman and Deputy Chairman respectively of the Board of the School.
- (4) The person who was, immediately before the commencement of this Act, the Director of the existing School shall, on and after that commencement, but subject to this Act, be the Director and shall be employed by the School on the same terms and conditions as applied to and in relation to him immediately before that commencement.
- (5) Subject to subsection (6), all property and rights held on behalf and for the use of the existing School immediately before the commencement of this Act shall, on that commencement, by virtue of this section and without further assurance, be vested in the School.
- (6) All property and rights held in trust for or for a purpose of the existing School immediately before the commencement of this Act shall, on and after that commencement, by virtue of this section and without further assurance, be vested in and may be used and applied by the School for or for a purpose of the School subject to the same terms and conditions on which it or they were held in trust for the existing School and all documents relating to such property or rights shall be construed, with the necessary changes, as if the School were the existing School and the trust property had vested.
- (7) All agreements (including contracts of employment) entered into by or on behalf or for the benefit or purposes of the existing School and in force immediately before the commencement of this Act, and whether or not the rights, liabilities and obligations under those agreements could be assigned, shall have effect as if the School were a party to or affected by the agreement instead of the Authority or the existing School and as if, in relation to anything to be done on or after that commencement, for every reference (however worded and whether expressed or implied) in such an agreement to:
 - (a) the Authority or the existing School, there were substituted a reference to the School; and
 - (b) a member or officer or employee of the Authority or the existing School, there were substituted a reference to a corresponding member or officer or employee of the School.

- (8) No person shall be liable for a duty, fee or other charge in relation to the transfer or vesting of property effected by subsection (5) or (6) or an agreement affected by subsection (7).

ENDNOTES
1 KEY

Key to abbreviations

amd = amended	od = order
app = appendix	om = omitted
bl = by-law	pt = Part
ch = Chapter	r = regulation/rule
cl = clause	rem = remainder
div = Division	renum = renumbered
exp = expires/expired	rep = repealed
f = forms	s = section
Gaz = Gazette	sch = Schedule
hdg = heading	sdiv = Subdivision
ins = inserted	SL = Subordinate Legislation
lt = long title	sub = substituted
nc = not commenced	

2 LIST OF LEGISLATION***Menzies School of Health Research Act 1985 (Act No. 60, 1985)***

Assent date	12 December 1985
Commenced	16 December 1985 (<i>Gaz</i> S77, 16 December 1985)

Statute Law Revision Act 1988 (Act No. 66, 1988)

Assent date	22 December 1988
Commenced	22 December 1988

Financial Management (Consequential Amendments) Act 1995 (Act No. 5, 1995)

Assent date	21 March 1995
Commenced	1 April 1995 (s 2, s 2 <i>Financial Management 1995 (Act No. 4, 1995)</i> and <i>Gaz</i> S13, 31 March 1995)

Trustee (Consequential Amendments) Act 1996 (Act No. 8, 1996)

Assent date	20 March 1996
Commenced	26 February 1996 (s 2, s 2 <i>Trustee Amendment Act (No. 2) 1995 (Act No. 60, 1995)</i> and <i>Gaz</i> G7, 14 February 1996, p 2)

Financial Institutions (Miscellaneous Amendments) Act 1997 (Act No. 23, 1997)

Assent date	2 June 1997
Commenced	2 June 1997

Territory Insurance Office (Miscellaneous Amendments) Act 1998 (Act No. 37, 1998)

Assent date	27 May 1998
Commenced	27 May 1998

Mental Health and Related Services (Consequential Amendments) Act 1999 (Act No. 11, 1999)

Assent date	25 March 1999
Commenced	1 February 2000 (<i>Gaz</i> G3, 26 January 2000, p 2)

Corporations Reform (Consequential Amendments NT) Act 2001 (Act No. 17, 2001)

Assent date 29 June 2001
 Commenced 15 July 2001 (s 2, s 2 *Corporations Act 2001* (Cth Act No. 50, 2001) and Cth Gaz S285, 13 July 2001)

Statute Law Revision (Financial Provisions) Act 2002 (Act No. 38, 2002)

Assent date 13 September 2002
 Commenced 30 October 2002 (*Gaz G43*, 30 October 2002, p 3)

Menzies School of Health Research Amendment Act 2003 (Act No. 46, 2003)

Assent date 29 August 2003
 Commenced 1 January 2004 (s 2)

Statute Law Revision Act 2007 (Act No. 4, 2007)

Assent date 8 March 2007
 Commenced 8 March 2007

3 SAVINGS AND TRANSITIONAL PROVISIONS

s 23 *Menzies School of Health Research Amendment Act 2003* (Act No. 64, 2003)

4 LIST OF AMENDMENTS

s 3 amd No. 66, 1988, s 8; No. 46, 2003, s 4
 s 5 amd No. 66, 1988, s 8; No. 46, 2003, s 5
 s 6 amd No. 66, 1988, s 8; No. 46, 2003, s 6
 s 7 amd No. 46, 2003, s 7
 s 9 rep No. 46, 2003, s 8
 s 11 sub No. 46, 2003, s 9
 s 12 amd No. 46, 2003, ss 10 and 22
 s 13 sub No. 46, 2003, s 11
 s 14 amd No. 46, 2003, s 22
 s 15 amd No. 11, 1999, s 4; No. 46, 2003, s 22
 ss 16 – 18 amd No. 46, 2003, s 22
 s 19 amd No. 46, 2003, s 12
 s 20 amd No. 46, 2003, s 13
 s 21 amd No. 46, 2003, s 22
 s 22 amd No. 46, 2003, s 14
 s 23 sub No. 5, 1995, s 19
 s 24 rep No. 46, 2003, s 15
 s 25 amd No. 23, 1997, s 6; No. 37, 1998, s 4; No. 38, 2002, s 6
 s 26 amd No. 46, 2003, s 16
 s 27 amd No. 46, 2003, s 17
 s 28 amd No. 8, 1996, s 3; No. 46, 2003, s 18
 s 30 amd No. 38, 2002, s 6; No. 46, 2003, s 19
 s 31 amd No. 46, 2003, s 20
 s 32 sub No. 5, 1995, s 19; No. 46, 2003, s 21
 s 33 amd No. 46, 2003, s 22
 s 35 amd No. 17, 2001, s 21
 s 38 amd No. 46, 2003, s 22
 s 42 amd No. 46, 2003, s 22; No. 4, 2007, s 7