



# The University of Sydney

## BRAIN & NERVE RESEARCH FOUNDATION

### CONSTITUTION (Provisional at 18.7.01)

#### NAME

1. The name of the Foundation shall be the Brain and Nerve Research Foundation within the University of Sydney.

#### OFFICE

2. The office of the Foundation shall be in Sydney at such place as the Foundation may from time to time determine.

#### OBJECTS

3. The objects of the Foundation shall be to advise the Senate of the University of Sydney and the Vice-Chancellor on matters associated with brain and nerve research and, without restricting the generality of the foregoing, in particular to:
  - a) Promote, foster, develop and assist within the University of Sydney and elsewhere the study of the causes and prevention of brain and nerve disease.
  - b) Assist in arranging visits of experts in brain and nerve disorders from within Australia and overseas.
  - c) Admit to membership of the Foundation, persons, firms, companies and associations, whether incorporated or unincorporated, and upon such terms and with such privileges as may be determined from time to time.
  - d) Recommend the printing and purchase of publications and the issue thereof to members of the Foundation and others.
  - e) Promote seminars, courses, workshops and the like at which visiting scientists, academic staff and students may present papers, give lectures, demonstrations etc., concerning their work to enable their information, skills and influence to spread to a larger number of people.
  - f) Solicit from members of the public, donations, gifts and bequests to the University of Sydney for studies of brain and nerve diseases and injuries.
  - g) Do all such things as are incidental or conducive to the attainment of the above objects or any of them.

#### PRELIMINARY

4. The following words and expressions shall have the following meanings:

“The Foundation” means the abovenamed Foundation.

“The University” means the University of Sydney.

“The Senate” means the Senate of the University of Sydney.

“The Council” means the Council of the Foundation.

“The Scientific Committee” means the Scientific Committee of the Foundation.

Words importing the singular number only include the plural number and vice versa. Words importing

persons include companies and corporations.

## **FINANCE**

5. All moneys received by, on behalf of or as a result of, the activities of the Foundation shall be passed directly to the University of Sydney to be expended as the Senate with the advice of the Council shall think fit for the promotion of the study of brain and nerve diseases and injuries in furtherance of the abovementioned objects, and no portion of such money shall be otherwise applied.

## **MEMBERSHIP OF THE FOUNDATION**

6. Such persons, firms, companies, corporations or associations as shall be admitted to membership by the Council of the Foundation shall be members thereof, and the Council may determine from time to time the qualifications for and the conditions of membership.
7. Such persons who on the recommendation of the Council may be appointed by the Senate as Honorary Governors or Honorary Life Members shall be members of the Foundation.
8. Until otherwise determined by the Council:
  - a) The annual donation to be paid to the University by a Governor of the Foundation shall be not less than \$5,000.
  - b) The annual donation to be paid to the University by a Member of the Foundation shall be between \$1,000 and \$4,999.
  - c) The annual donation to be paid to the University by an Associate Member of the Foundation shall be \$100.
  - d) The annual donation to be paid to the University by a Student Member of the Foundation shall be \$5.
  - e) Annual donations of less than \$100 with the exception of Student Members of the Foundation, shall qualify the donor as a Friend of the Foundation.
9. Every Honorary Governor, Governor, Honorary Life Member and Member shall be eligible to vote at meetings of the Foundation.
10. Friends of the Foundation shall participate in such activities of the Foundation as the Council may determine from time to time.

## **GENERAL MEETINGS**

11. An Annual General Meeting of the Foundation shall be held each year, and the Council may at any time convene a Special General Meeting and shall convene such meeting on the requisition in writing of at least five members who are eligible to vote.
12. Not less than fourteen clear days' notice in writing of any General Meeting shall be given to every member.
13. No business shall be transacted at any General Meeting unless at least ten members who are eligible to vote are present personally or by representative.
14. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands, unless a request for a ballot shall be made by not less than three members who are eligible to vote and

present at the meeting.

15. A declaration of the President that the resolution has been carried or lost shall be conclusive evidence of the fact.
16. No member shall be entitled to vote unless such member is personally present, provided that a member may appoint a proxy to vote on the member's behalf. Such proxy shall be in the form or to the effect following:

*I the undersigned being a member of the Brain and Nerve Research Foundation hereby appoint \_\_\_\_\_ or failing that person \_\_\_\_\_ my proxy to vote for me or on my behalf at the (Annual or Ordinary, as the case may be) General Meeting of the Foundation to be held on the day of 19 and at any adjournment thereof.*

*As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ .*

*Signed by the said \_\_\_\_\_*

*in the presence of \_\_\_\_\_*

Receipts of proxies shall be in the hands of the Secretary not later than the day preceding the scheduled day of the meeting.

17. The President may with the consent of any meeting at which a quorum is present adjourn the meeting to a date to be fixed by the President, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which was adjourned.

## **COUNCIL**

18. The entire control, management and conduct of the business and affairs of the Foundation shall be vested in the Council who shall be appointed by the Senate of the University of Sydney at its discretion, from among the persons nominated under Clause 19 below.
19. Unless otherwise determined by the Foundation in General Meeting and approved by the Senate the Council shall consist of:
  - a) The Chancellor, the Deputy Chancellor, the Vice-Chancellor, the Deputy Vice-Chancellor.
  - b) The Governors of the Foundations.
  - c) Not more than twenty Members of the Foundation elected at the first General Meeting and at subsequent annual General Meetings.
  - d) The Director and two Deputy Directors of the Foundation who shall be appointed by the Senate on the nomination of the Vice-Chancellor from amongst the membership of Sydney University Neuroscience (SUN) on the nomination of the Executive of SUN.
  - e) One member of the Scientific Committee, elected by the Committee from among the members listed

in categories (d) and (e) of clause 29.

20. The Council may nominate any member for appointment to fill a casual vacancy on the Council providing the nominee is eligible to fill the position.
21. Every member of the Council other than the ex officio members appointed pursuant to the provisions of Clause 19(a) and the Governors elected under Clause 19(b) shall retire at each Annual General Meeting but shall be eligible for re-nomination.
22. At the first meeting of the Council following the Annual General Meeting the Council shall elect from amongst its members a President who shall be President of the Foundation and President of the Council and whose appointment shall be subject to approval by the Senate.
23. At the first meeting of the Council following the Annual General Meeting the Council shall elect from amongst its members a Deputy President who shall be Deputy President of the Foundation and Deputy President of the Council and whose appointment shall be subject to approval by the Senate.
24. No person nominated or elected shall be entitled to act as a member of the Council until that member has been appointed by the Senate.
25. The office of a member of the Council shall be vacated:
  - a) if the member becomes bankrupt or becomes of unsound mind or incapable of performing his or her duties;
  - b) if the member is absent from three consecutive meetings of Council without an apology tendered or without special leave of absence from the Council;
  - c) if by notice in writing to the Council the member resigns his or her office;
  - d) if the member is requested in writing by not less than two-thirds of the total number of members of the Council to retire from office; or
  - e) if the Senate shall, by majority, resolve that the office be vacated.

#### **PROCEEDINGS AND POWERS OF THE COUNCIL**

26. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they see fit. Until the Council shall otherwise determine, three of their number shall be a quorum. Questions arising at any meeting shall be determined by a majority of votes, and in the case of equality of votes the President shall have a second or casting vote.
27. The Council shall cause Minutes to be kept and recorded of all resolutions and proceedings of General Meetings of the Foundation and of Meetings of the Council and shall cause such Minutes to be signed by the person presiding at the Meeting or at the next ensuing Meeting.
28. The Council shall have power:
  - a) to recommend the appointment with or without remuneration of a secretary and such other officers as it shall think fit
  - b) to appoint sub-committees consisting of one or more persons (who need not be members of the

Foundation) whose duty it shall be to investigate or advise and report to the Council.

29. There shall be a Scientific Committee of the Foundation which shall consist of:
  - a) the Vice-Chancellor or the Vice-Chancellor's nominee;
  - b) the Director of the Foundation who shall be President of the Committee;
  - c)
    - i) the President of the Council, or the President's nominee;
    - ii) a Governor of the Foundation, elected annually by the Committee;
  - d) the Dean of the Faculty of Medicine;
  - e) the Bushell Professor of Neurology;
  - f) such members of Sydney University Neuroscience as have expert knowledge in the field of interest of the Foundation and are appointed by the Senate on the nomination of the Vice-Chancellor after consultation with the Director.
30. The Scientific Committee shall:
  - a) advise the Council of the Foundation on fields of research to which it might direct its support;
  - b) make recommendations to the Council of the Foundation on the allocation of funds for research projects submitted to the Foundation.

## **REGULATIONS**

31. The Foundation in General Meeting may make regulations not inconsistent with the Rules of this Constitution.

## **ALTERATIONS TO CONSTITUTION**

32. This Constitution may be added to, amended or repealed by resolution passed at any General Meeting provided that no such resolution shall be deemed to have been passed unless:
  - a) it has been carried by a majority of at least two-thirds of the voting members present in person or by representative or proxy, and voting thereon; and
  - b) it is subsequently approved by the Senate.

## **NOTICE TO MEMBERS**

33. A notice shall be served by the Foundation upon any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to the member's registered or last known place of address.
34. Any notice sent by post shall be deemed to have been served on the day upon which in the ordinary course of post such notice would reach the addressee.

35. The signature to any such notice may be written or typed or printed.

**ANNUAL REPORT**

36. The Foundation shall submit to the Senate an Annual Report.