

Queensland



ANNO TRICESIMO PRIMO

ELIZABETHAE SECUNDAE REGINAE

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No. 45 of 1982

**An Act to provide for the establishment and incorporation of bodies to hold property for and apply property to a continuing object within or associated with hospitals, to make provision with respect to the administration of those bodies and for related purposes**

[ASSENTED TO 6TH OCTOBER, 1982]

BE IT ENACTED by the Queen's Most Excellent Majesty, by and with the advice and consent of the Legislative Assembly of Queensland in Parliament assembled, and by the authority of the same, as follows:—

PART I—PRELIMINARY

**1. Short title.** This Act may be cited as the *Hospitals Foundations Act 1982*.

**2. Commencement.** (1) Section 1 and this section shall commence on the day this Act is assented to for and on behalf of Her Majesty.

(2) Except as is prescribed in subsection (1) the provisions of this Act shall commence on a date appointed by Proclamation.

**3. Arrangement.** This Act is divided into Parts and Divisions of Parts as follows:—

PART I—PRELIMINARY (ss. 1–4)

PART II—APPLICATIONS FOR ESTABLISHMENT OF BODIES CORPORATE (ss. 5–6)

PART III—ESTABLISHMENT AND REGISTRATION OF BODIES CORPORATE (ss. 7–11)

PART IV—FUNCTION OBJECTS AND POWERS OF BODIES CORPORATE (ss. 12–17)

PART V—CONSTITUTION OF BODIES CORPORATE (ss. 18–30)

PART VI—MEETINGS, PROCEEDINGS AND BUSINESS OF BODIES CORPORATE (ss. 31–41)

PART VII—FINANCIAL PROVISIONS (ss. 42–54)

PART VIII—GENERAL PROVISIONS (ss. 55–74)

**4. Interpretation.** In this Act, except where a contrary intention appears—

“appointed member” in relation to a body corporate means a member of the body corporate other than the member thereof *ex officio*;

“financial year” means the period of 12 months ending on 30 June in each year;

“body corporate” means a body corporate established by Order in Council under section 7;

“hospital” means a hospital controlled by a Hospitals Board constituted under the *Hospitals Act 1936–1981* or by a board deemed pursuant to any Act to be such a hospitals board and includes any premises for the reception and treatment of the sick declared by Order in Council to be a hospital for the purposes of this Act;

“Hospitals Board” means a Hospitals Board constituted under the *Hospitals Act 1936–1981* and includes a board deemed pursuant to any Act to be such a hospitals board and a governing body of a hospital required by Order in Council to be deemed such a hospitals board for the purposes of this Act;

“Minister” means the Minister for Health or other Minister of the Crown charged for the time being with the administration of this Act, and includes any person performing for the time being the duties of the Minister;

“Register” means the register of bodies corporate kept in the Department of Health for the purposes of this Act.

“the associated hospital” means the hospital within or in association with which a body corporate pursues its objects;

“the Fund” means the General Fund established and maintained by a body corporate.

#### PART II—APPLICATIONS FOR ESTABLISHMENT OF BODIES CORPORATE

**5. Class of applicant.** Any person in whom is vested property, being—

- (a) money in an amount of \$10 000, or such greater amount as may be prescribed by Order in Council, at the least; or
- (b) property of any other kind of a value of \$10 000, or such greater value as may be prescribed by Order in Council, at the least,

and who desires or is required by law to apply that property to a continuing object of a description within the scope of objects specified in section 13 may apply to the Minister for the establishment of a body corporate to hold, manage and apply the property.

**6. Matter to be included in applications.** (1) An application under section 5—

- (a) shall state the name in which it is sought to have a body corporate established under this Act, which name shall be consistent with the requirements of this Act;
- (b) shall state the object or objects to which it is proposed to apply the property held by the applicant;
- (c) shall state the name of the hospital within which or in association with which it is proposed to pursue that object or those objects; and
- (d) shall include or be accompanied by such other information and documents as the Minister may require.

(2) An application may be varied by the applicant at any time before the Minister makes his recommendation in relation to it.

(3) If the Minister is satisfied that an application, as originally made or as varied, has been made in circumstances where a body corporate should be established he may recommend to the Governor in Council that a body corporate be established pursuant to section 7 but otherwise he shall refuse the application.

PART III—ESTABLISHMENT AND REGISTRATION OF BODIES CORPORATE

**7. Authority to establish bodies corporate.** (1) The Governor in Council may by Order in Council, upon the recommendation of the Minister, declare a body corporate to be established under this Act.

(2) In the Order by which a body corporate is declared to be established there shall be specified—

- (a) the name and style by which the body shall be known; and
- (b) the persons who shall be the first appointed members of the body.

(3) A body corporate shall be taken to be established on the day on which the Order declaring its establishment is published in the Gazette or if a later date is specified in that Order for that purpose, on that later date.

(4) It is not competent to the Governor in Council to declare with respect to the establishment of a body corporate under a name and style already entered in the Register.

**8. Body to be incorporated.** (1) Every body established under section 7 shall be, under its registered name and style, a body corporate with perpetual succession and a common seal and, subject to this Act, shall be capable of—

- (a) suing and being sued, submitting itself to arbitration and complying with awards made by any arbitrator;
- (b) compounding or proving in any court of competent jurisdiction all debts and sums of money due to it;
- (c) acquiring, holding, leasing, letting, alienating and charging property and any interest therein, whether the property is situated in Queensland or elsewhere;
- (d) doing and suffering all such other acts and things as bodies corporate may in law do and suffer.

(2) All courts and persons acting judicially shall take judicial notice of the common seal of a body corporate and until the contrary is proved shall presume that it has been duly affixed to any document on which it appears.

**9. Registration of bodies corporate.** There shall be kept within the Department administered by the Minister a Register of bodies corporate established under this Act in which shall be entered—

- (a) the name and style under which each body corporate is established;
- (b) the date on which each body corporate was or is to become established; and
- (c) a copy of the current object or objects of each body corporate.

**10. Name of bodies corporate.** Each body corporate shall have included in its name and style the term "Foundation" or the term "Trust".

**11. Restriction on change of objects.** (1) If a body corporate desires to alter in any way the object or objects registered in respect of it in the Register it shall first make application to the Minister for his approval to the alteration.

(2) Where a body corporate, subsequently to its establishment, acquires property that is to be applied to uses or objects which under this Act are permitted to a body corporate, being uses or objects not specified in the Register in relation to that body corporate, it shall as soon as is practicable, notify the fact of the acquisition and particulars of such uses or objects to the Minister and shall apply to the Minister for alteration of the objects entered in the Register in respect of that body corporate.

(3) If the Minister approves of an alteration to the object or objects of a body corporate an appropriate alteration shall be made in the Register in respect of that body.

#### PART IV—FUNCTION, OBJECTS AND POWERS OF BODIES CORPORATE

**12. Function of body corporate.** It is the function of each body corporate—

- (a) to pursue the object or objects from time to time registered in respect of it in the Register;
- (b) to manage and apply all property from time to time held by it, and the income arising therefrom, towards the attainment of that object or those objects and towards matters and things incidental thereto or calculated to assist therein; and
- (c) to properly govern and control the affairs of the body corporate.

**13. Objects for which bodies corporate may apply property.** The objects for which a body corporate may acquire, manage and apply property are—

- (a) to aid any health, hospital, ambulance or nursing service in the State whether the service has been established or is proposed;
- (b) to supply aid to persons in respect of any matter concerning any aspect of the health or well-being of people or in respect of education or instruction in any such matter;
- (c) to provide money or travel grants, conference expenses, fellowships, allowances and prizes in relation to any matter concerning any aspect of the health or well-being of people;
- (d) to promote and provide improved facilities for education or instruction at under-graduate and post-graduate levels in medicine, preventive medicine and any other field concerning the health or well-being of people for persons engaged in studying or teaching medical or health sciences;

- (e) to seek to discover the nature, origins and causes of disease and bodily afflictions by the application of all or any of those branches of science that are relevant to the purpose and to make the best use of knowledge gained for improvement of the means of prevention or treatment of disease and bodily afflictions;
- (f) to research or arrange or promote research (including surveys relevant to health service or hospital functions) into and development of any branch of medical science, technological research, medical investigation or other matter concerning the health or well-being of people, with a view to general improvement in health services;
- (g) to provide money grants or loans for persons engaged in research at post-graduate level in medical or any other health science (including surveys relevant to any such science);
- (h) to provide money grants or loans for research or surveys relative to the functions, duties, management and administration of hospitals and for any public health service other than a hospital;
- (i) to arrange for research and development work in specific matters related to the health of people and to arrange for production and marketing of anything that results from such research or development work;
- (j) to invite lecturers renowned for their knowledge or expertise in any aspect of health care or the wellbeing of people to deliver instruction on such aspect and to finance the appearance of such a lecturer;
- (k) to do any thing, relevant to the fields of medicine or health care, that is likely to be to the betterment of health services generally or of the administration of the associated hospital.

**14. General powers of bodies corporate.** (1) A body corporate is authorized to do all lawful things necessary or convenient to be done in connexion with or incidental to the proper discharge of its functions.

(2) Where a body corporate agrees to any condition affecting property vested in it the body corporate is authorized to do all lawful things necessary or convenient to be done to enable it to honour its agreement.

**15. Specific powers of bodies corporate.** (1) Without limiting the generality of section 14 or of any other provision of this Act that confers power on a body corporate the powers of a body corporate include power—

- (a) to raise money by way of public appeals for subscriptions or contributions, subject to the *Hospitals Act 1936–1981* and the *Collections Act 1966–1977*;

- (b) subject to subsection (2), to make such contracts, agreements and arrangements and make and take such purchases, leases, sales and dispositions of property as it considers to be likely to assist the discharge of its function or the pursuit of any of its objects on such terms and conditions as it thinks fit;
- (c) to act as consultant to any person or association of persons that seeks its assistance;
- (d) to charge for work or investigations carried out by it or for anything produced on its behalf;
- (e) to incur expenditure for work carried out at its request;
- (f) to establish and conduct schools, courses, seminars, lectures and any other form of education or instruction, and in connexion therewith to arrange the engagement or employment of lecturers or teachers and the payment of salaries, fees or honoraria;
- (g) to teach, train and instruct persons and to promote education and research in fields concerning the health or well-being of people;
- (h) to purchase, print, publish, circulate or make available on loan or hire text books, magazines and journals, reference works, circulars, pamphlets and instructional material of any kind (including microfilm reproductions and audio-visual teaching aids) and all equipment necessary or desirable for the use of such lecture aids and materials and ancillary storage or transport equipment;
- (i) to conduct or assist any other person or association of persons in connexion with the conduct of any research or other work that the body corporate considers to be in its interests or conducive to the discharge of its own function by such means as it considers appropriate and to set up, equip and maintain laboratories, offices and other buildings (including animal facilities) as it considers to be necessary or desirable;
- (j) to promote or attain any of its objects by way of facilities available in or associated with any hospital (other than the associated hospital), the Mater Misericordiae Hospitals or any private hospital, any University, College of Advanced Education or other educational institution, any medical, scientific, administrative or research institute, council, faculty, school or like institution and to that end to make to any of the entities aforesaid donations of money or gifts of property of any other kind;
- (k) to co-operate with any other person or association of persons (either within or outside Australia) connected with or having objectives similar, in whole or in part, to its objects and to join any association having such similar objectives and to establish and support or join in establishing and supporting, and to subscribe, give or lend money to any such person or association for the purpose of discharging the function of the body corporate;

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- (l) to carry on or join in carrying on any business or arrangement that it thinks may be conveniently carried on by it and that is calculated to assist it (directly or indirectly) to discharge its function or to enhance (directly or indirectly) the value of its property;
  - (m) with the Minister's approval first had and obtained, to acquire the whole of or a share in the business of any person and to assume the whole of or a share in the liabilities of that person in relation to the business if that business is of such a nature that the body corporate is by this Act authorized to carry it on;
  - (n) to apply for or acquire—
    - (i) any patent rights, copyrights, trade marks, formulas, licences, concessions and similar property rights conferring exclusive, non-exclusive or limited rights of user; or
    - (ii) any secret or other information as to any invention, that it considers may be used for any of its purposes or may directly or indirectly assist it to discharge its function; and to use, exercise or develop such property rights or information or to grant licences in respect thereof or otherwise to turn them or it to account;
  - (o) with the Minister's approval first had and obtained, to enter into a partnership, an arrangement for sharing of profits, union of interest, co-operative joint venture, reciprocal concession or other similar arrangement with any person or persons carrying on or about to carry on any business or transaction that the body corporate is by this Act authorized to carry on, or any business or transaction capable of being so carried on as to assist it (directly or indirectly) to discharge its function;
  - (p) with the approval of the Minister first had and obtained, to acquire, hold and dispose of shares, debentures or securities of any corporation;
  - (q) with the approval of the Minister first had and obtained, to enter into arrangements with any Government, authority, person or persons, being arrangements calculated to enable it (directly or indirectly) to discharge its function, and to carry out such arrangements, and to acquire from such Government, authority, person or persons any right, privilege or concession that the body corporate considers desirable to acquire to assist it to discharge its function;
  - (r) to make money or other awards to persons concerned in such inventions or discoveries accepted by it as likely to benefit the health or well-being of people and as are approved by the Minister, having regard to the body corporate's recommendation;
  - (s) with the Minister's approval first had and obtained to sell or otherwise dispose of its land or buildings for such



consideration as it determines and as the Minister approves or to exchange its property for shares, debentures or securities of a corporation that has objectives similar to the objects of the body corporate;

- (t) to improve, develop, exchange, lease or turn to account its land or buildings in such manner as the Minister approves;
- (u) to make known and further its objects by publishing and distributing papers, journals and other publications and by advertising;
- (v) to pursue its objects and exercise its powers in any part of the world whether as principal, agent, trustee or otherwise and whether through trustees, agents or servants, either on its own account or in conjunction with any person or persons;
- (w) to do all acts and things that are incidental or conducive to attaining its objects or to exercising its powers.

(2) Where a contract, agreement or arrangement to be made by a body corporate relates to any matter or thing for which this section requires the Minister's approval, it is not competent to the body corporate to make that contract, agreement or arrangement until that approval has been obtained.

**16. Application of Collections Act.** (1) Each of the purposes and objects to which a body corporate may lawfully apply property vested in it shall, without other authority than this section, be deemed to be sanctioned under the *Collections Act 1966-1977* for the purposes of Part III of that Act.

(2) Subject to subsection (1), the provisions of the *Collections Act 1966-1977*, other than section 31 of that Act, apply to a body corporate in the discharge of its function and the exercise of its powers.

**17. Application of Part XIV Property Law Act.** For the purposes of the application of Part XIV of the *Property Law Act 1974-1978* to any gift or devise to a body corporate it is declared that the purposes and objects of a body corporate are charitable purposes.

#### PART V—CONSTITUTION OF BODIES CORPORATE

**18. Members of body corporate.** (1) A body corporate shall consist of seven or more members as the Governor in Council may from time to time declare by Order in Council in respect of that body.

(2) The number of members to constitute a body corporate shall be such that the number of appointed members required to firstly constitute the body may be divided into three equal groups.

(3) Of the members required to constitute a body corporate—

- (a) one shall be the chairman of the Hospitals Board that controls the hospital that is or is to be the associated hospital, who shall be a member *ex officio*;
- (b) one shall be a member (other than the chairman) of the Hospitals Board referred to in provision (a), nominated by the Minister in accordance with subsection (4);

- (c) two at least shall be employees of—
    - (i) the Hospitals Board referred to in provision (a); or
    - (ii) a University or other body providing education at tertiary level with which the body corporate has become associated, or persons who, in the Minister's opinion, are knowledgeable and experienced in a field of knowledge or activity relevant to the purposes or objects of the body corporate, in any case nominated by the Minister in accordance with subsection (4); and
  - (d) the remainder shall be persons nominated by the Minister in accordance with subsection (4) and section 19.
- (4) With a view to nominating persons for appointment as members of a body corporate the Minister shall consult—
- (a) the Hospitals Board that controls the hospital that is or is to be the associated hospital;
  - (b) the applicant or applicants for establishment of the body corporate if he is or they are readily available to him; and
  - (c) such other persons as the Minister thinks fit,
- and in making his nomination the Minister shall give consideration to the wishes of the Board and persons whom he has consulted to have any branch or branches of the Board's hospital service or any of its committees represented on the body corporate.

**19. Minister's nomination from panel of names.** (1) With a view to his nominating for appointment as members of a body corporate persons referred to in paragraphs (b), (c) and (d) of section 18 (3) the Minister shall, by notice in writing call upon the Hospital Board and the applicant or applicants consulted by him pursuant to section 18 (4) to join in furnishing to him, within a time limited by him, a panel of names of six persons at the least, chosen for their interest in and ability to assist in attaining the body corporate's objects, and the Minister may, by notice in writing, invite any other person as he thinks fit to join in the furnishing of that panel.

- (2) Where an invitation is issued under subsection (1)—
- (a) the Hospitals Board and the applicant or applicants called upon to furnish a panel of names shall extend to each invitee adequate opportunity to contribute to compilation of the panel to which the invitation relates; and
  - (b) the panel furnished to the Minister and to which the invitation relates shall not be a sufficient panel unless it bears a notation by the Board concerned that paragraph (a) was complied with in its compilation and that the panel is acceptable to the Board and to every other person (naming him or them) who has taken part in its compilation.
- (3) If a sufficient panel of names is furnished to the Minister within the time limited by him he shall nominate from that panel the persons referred to in section 18 (3) for appointment to the body corporate in question but otherwise he may nominate such persons as he thinks fit without further reference to the Hospitals Board concerned or any other person.

**20. Appointment of members.** (1) Members of a body corporate other than the chairman referred to in paragraph (a) of section 18 (3) shall be appointed by the Governor in Council, upon the Minister's nomination, by notification published in the Gazette.

(2) A person shall be ineligible for appointment as a member of a body corporate if he has attained the age of 70 years.

(3) A body corporate shall be first duly constituted on the date on which notification of appointment of the total number of the appointed members (being persons eligible for appointment) is published in the Gazette or, if a later date is therein specified for the purpose, on such later date.

**21. Term of appointment.** (1) The appointed members firstly appointed shall be divided into three equal groups, the members of each group being determined by the Governor in Council.

The term of appointment of members of one such group, determined by the Governor in Council shall terminate upon the expiration of the period of 3 years commencing on the date on which the appointment of those members takes effect; the term of appointment of members of another such group, determined by the Governor in Council, shall terminate upon the expiration of the period of 4 years commencing on the date on which the appointment of those members takes effect; the term of appointment of members of the remaining group shall terminate upon the expiration of the period of 5 years commencing on the date on which the appointment of those members takes effect.

(2) One third of the number of appointed members required for the time being to constitute a body corporate (other than the members firstly appointed) shall be appointed to take account of the termination of members' terms of appointment by effluxion of time.

The term of appointment of a person appointed under this subsection shall be 3 years from the date on which his predecessor's term of appointment as a member of the body corporate expired by effluxion of time.

(3) Every appointed member shall, subject to this Act, hold his office as a member until his term of appointment expires by effluxion of time or until his successor's appointment as a member takes effect, whichever is the later date.

(4) Every appointed member is eligible for re-appointment as a member if he is qualified as prescribed and is not ineligible under section 20 (2).

**22. Increase in number of members.** If the number of appointed members required to constitute a body corporate is at any time increased it shall be deemed that a casual vacancy exists in the office or offices of appointed member to the number of the increase and—

(a) each such casual vacancy may be filled as provided by section 23; and

(b) the term of appointment of a person appointed to fill each such a vacancy shall be a term nominated by the Governor in Council.

**23. Casual vacancies.** (1) Where a vacancy occurs in the office of an appointed member during the currency of his term of office as such member the Governor in Council may, on the recommendation of the Minister, appoint another person to fill that vacancy.

(2) A person appointed to fill a casual vacancy shall, subject to this Act, be appointed and hold office for the balance of his predecessor's term of office or until he sooner vacates that office and shall, if otherwise qualified, be eligible for reappointment as a member.

(3) If for any reason any member, other than the Chairman, is unable to carry out the duties of his office as member the Governor in Council on the recommendation of the Minister may appoint some other person to act as a member during the period of such inability.

**24. Vacation of office.** The office of an appointed member shall become vacant if the member—

- (a) dies;
- (b) declines to act or to act further as a member;
- (c) resigns his office by writing under his hand addressed to the Minister (such resignation to be complete and take effect from the time it is received by the Minister);
- (d) is absent without prior leave granted by the body corporate from three consecutive meetings of the body corporate of which due notice has been given to him personally or in the ordinary course of post;
- (e) ceases to be qualified to be a member;
- (f) is removed from office as a member by the Governor in Council;  
or
- (g) attains the age of 70 years.

**25. Interests to be disclosed.** (1) A member of a body corporate who (other than as a shareholder, and in common with the other shareholders, of a corporation consisting of not less than 25 shareholders) is directly or indirectly interested in a contract made or proposed to be made by the body corporate shall, as soon as possible after the relevant facts have come to his knowledge, disclose the nature of his interest at a meeting of the body corporate.

(2) A disclosure made under subsection (1) shall be recorded in the minutes of the body corporate and the member—

- (a) shall not take part after the disclosure in any deliberation or decision of the body corporate with respect to that contract;
- (b) shall be disregarded for the purpose of constituting a quorum of the body corporate for that deliberation or decision; and
- (c) shall absent himself from the meeting during that deliberation and until that decision has been taken.

**26. Disqualification from office.** A person is not eligible to be or to continue to be a member of a body corporate if—

- (a) he is an undischarged bankrupt or takes advantage of the laws in force for the time being relating to bankruptcy or insolvent debtors;

- (b) he has been convicted in Queensland of an indictable offence or elsewhere than in Queensland in respect of an act or omission that if done or made by him in Queensland would have constituted an indictable offence or has been convicted of an offence punishable on summary conviction for which he is sentenced to imprisonment otherwise than in default of payment of a fine or has been convicted of an offence against this Act;
  - (c) he is a patient within the meaning of the *Mental Health Act 1974-1978*;
  - (d) he is an employee of the body corporate,
- unless, in the case referred to in paragraph (d), he is nominated by the Minister as a person referred to in paragraph (c) of section 18 (3).

**27. Removal from office.** The Governor in Council may at any time remove an appointed member from office as member if—

- (a) he becomes incapable, in the opinion of the Governor in Council, of discharging the duties of his office;
- (b) he is, in the opinion of the Governor in Council, incompetent or unfit to hold office.

**28. Chairman and Deputy Chairman.** (1) The Governor in Council on the recommendation of the Minister, by notification published in the Gazette, shall appoint a member of a body corporate, being a member referred to in paragraph (b), (c) or (d) of section 18 (3) to be chairman of the body corporate—

- (a) upon the first appointment of members of the body corporate;
- (b) upon each subsequent appointment of members of the body corporate made at a time when there is no chairman of the body corporate or the chairman's term of office as a member is being renewed; or
- (c) upon the filling of a casual vacancy in the office of the member of the body corporate who was chairman immediately before the occurrence of the vacancy.

The person so appointed shall be chairman of the body corporate concerned.

(2) The body corporate shall at its first meeting and thereafter as it becomes necessary appoint a member to be Deputy Chairman of the body corporate.

(3) A member appointed as the Chairman or Deputy Chairman shall hold office as such until—

- (a) the appointment of another member as the Chairman or, as the case may be, Deputy Chairman; or
- (b) he ceases to hold his office as a member,

whichever first occurs.

(4) The Chairman may, by writing under his hand addressed to the Minister resign his office as Chairman and the Deputy Chairman may

by writing under his hand addressed to the Chairman resign his office as Deputy Chairman.

(5) A person appointed to fill a vacancy in the office of a member who was Chairman or Deputy Chairman shall not by reason only of his appointment as member be Chairman or, as the case may be Deputy Chairman.

(6) If the Deputy Chairman resigns his office as Deputy Chairman or member, or his office otherwise becomes vacant, the body corporate shall, within two months of the office becoming vacant, appoint a member to the Deputy Chairman and the member so appointed shall, subject to this Act, hold office as Deputy Chairman in accordance with subsection (3).

(7) When requested so to do by the Chairman, or at any time when the Chairman is unable to carry out his duties by reason of illness, absence or any other cause the Deputy Chairman shall act as Chairman and while so acting shall have all the powers, functions, duties and immunities of the Chairman.

(8) If the members fail to appoint a Deputy Chairman when required so to do the Governor in Council may appoint a member to be Deputy Chairman.

**29. Fees and allowances.** (1) Subject to subsection (2), each member shall be paid such fees and allowances, if any, as the Governor in Council from time to time determines.

(2) Allowances shall not be paid by a body corporate to a member who is an officer of the Public Service of Queensland for attendance at any meeting of the body corporate held during ordinary office working hours of that officer.

**30. Holder of office not affected by restrictive employment provisions.** A provision of any enactment requiring the holder of an office to devote the whole of his time to the duties of his office or prohibiting him from engaging in employment outside the duties of his office shall not operate to hinder his holding that office and also an appointment as member, Chairman or Deputy Chairman of a body corporate or, subject to section 29 (2), his acceptance and retention of any allowances payable under this Act.

PART VI—MEETINGS, PROCEEDINGS AND BUSINESS OF BODIES CORPORATE

**31. Conduct of business.** Subject to this Act, a body corporate shall conduct its business and proceedings at meetings in such manner as it determines from time to time.

**32. Quorum.** (1) The quorum of a body corporate shall consist of a majority of the total number of persons for the time being holding office as members.

(2) A duly convened meeting of a body corporate at which a quorum is present shall be competent to transact any business of the

body corporate and shall have and may exercise all the powers, authorities, functions and duties by this Act conferred or imposed upon the body corporate.

**33. Meetings.** (1) The first meeting of a body corporate shall be convened by the Minister.

(2) Meetings held after the first meeting shall be held at such times and places as the body corporate determines.

The Chairman shall have power to convene special meetings of the body corporate.

(3) Notice of every meeting or adjourned meeting, other than a meeting adjourned to a later hour of the same day on which it was appointed to be held, shall be in writing and shall be given to every member at least seven days prior to the date appointed for that meeting.

Where circumstances exist which in the opinion of the Chairman or two members constitute an emergency, the Chairman or, as the case may be, two members may call a meeting of the body corporate and that meeting may be held without notice having been given as prescribed.

A notice of a meeting or an adjourned meeting may be given to a member personally or by prepaid post letter addressed to his place of business or residence last known to the Chairman.

(4) The members present at a meeting of the body corporate may from time to time adjourn the meeting.

If a quorum is not present at a meeting of the body corporate within 15 minutes after the time appointed for the commencement of the meeting, the member or members present or the majority of them if more than two are present or the secretary of the body corporate if no member is present or if the members present are equally divided on the issue may adjourn the meeting to a time and date not later than seven days from the date of the adjournment.

The provisions of this subsection shall be construed, so as not to prevent the adjournment of a meeting to a later hour of the same day on which the meeting was appointed to be held.

(5) The Chairman shall preside at each meeting of the body corporate at which he is present and in his absence the Deputy Chairman, if present, shall preside.

If both the Chairman and Deputy Chairman are absent from a meeting, a member elected at that meeting shall preside.

A member elected to preside at a meeting shall, while he presides, have all the powers, functions, duties and immunities of the Chairman.

**34. Conduct of affairs.** A body corporate shall exercise or perform a power, authority, function or duty by a majority vote of its members present at the meeting and voting on the business in question.

A member who being present at a meeting and eligible to vote, abstains from voting shall be taken to have voted for the negative.

The Chairman shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

The Chairman shall give effect to any resolution, minute or report that is passed or adopted by the body corporate.

**35. Minutes.** A body corporate shall keep a record of its proceedings at meetings.

**36. Validity of transactions.** (1) No act or proceeding of a body corporate shall be invalid or prejudiced by reason only of the fact that at the time when the act or proceeding was done, taken or commenced—

- (a) there was a vacancy in the office of any member or there was a defect in the appointment of any person as a member or a person not qualified so to act has acted as a member; or
- (b) the body corporate was without capacity or power to do the act or take the proceeding.

(2) Lack of capacity or power in a body corporate to do any act or take any proceeding may be asserted or relied upon only in—

- (a) proceedings against the body corporate by a member thereof to restrain the doing of the act or the taking of the proceeding by the body corporate;
- (b) proceedings by the body corporate against former members of the body or by a member thereof against present or former members thereof.

(3) If the unauthorized act or proceeding sought to be restrained in proceedings referred to in subsection (2) is being or ought to be performed or taken pursuant to a contract to which the body corporate is a party, the court having jurisdiction in the matter may, if all parties to the contract are parties to the proceedings and if the court deems it to be just and equitable, set aside and restrain performance of the contract and may allow to the body corporate or to other parties to the contract compensation for loss or damage sustained by reason of the action of the court in setting aside and restraining performance of the contract but anticipated profits to be derived from performance of the contract shall not be awarded by the court as a loss or damage sustained.

**37. Employees.** (1) The secretary of a body corporate shall be the manager of or a person appointed to perform the functions of manager on behalf of the Hospitals Board that controls the associated hospital.

(2) A body corporate may appoint and employ such employees as it thinks necessary for attaining its objects.

Employees appointed pursuant to this subsection shall, subject to any applicable award of any industrial court, commission, tribunal or authority, be employed on such terms and conditions as the body corporate thinks fit.



(3) A body corporate may appoint honorary research workers to attain its objects or any of them.

Any such worker, during the term of his appointment, may be designated in such style as the body corporate thinks fit having regard to the qualifications and experience of individual workers.

(4) While any honorary research worker is actively engaged in work on behalf of a body corporate or in anything incidental thereto he shall, for the purposes of the *Workers' Compensation Act 1916-1978*, be deemed to be a worker within the meaning of that Act employed by the body corporate.

**38. Use of certain officers and premises.** (1) With the approval of the Minister first had and obtained, a body corporate may make use of officers and other employees of the Hospitals Board that controls the associated hospital on such terms and conditions as are agreed upon by the body corporate and the Board and approved by the Minister.

(2) For the purpose of discharging its function, a body corporate may—

(a) occupy land in the occupation of the Hospitals Board that controls the associated hospital; and

(b) use premises, office furniture and equipment occupied, owned or used by that Hospitals Board,

on such terms and conditions as are agreed upon by the body corporate and the Board or, failing such agreement, as are determined by the Minister.

**39. Common seal.** (1) The common seal of a body corporate shall be kept in the custody of the secretary of the body corporate or, where there is a vacancy in that position, the chairman.

(2) The common seal shall not be affixed to a document except under the authority of a resolution of the body corporate and shall be affixed by the person who has custody of the seal in accordance with this Act.

(3) A document made or issued by the body corporate for the purposes of this Act shall be sufficiently authenticated if it is made or, as the case may be, signed by the chairman or otherwise as determined by the body corporate by resolution.

**40. Protection of members.** A person who is or has been a member of a body corporate is not personally liable for anything done or omitted in good faith, in, or in connexion with the exercise of any power conferred or the carrying out of any duty imposed on the body corporate by this Act, or believed by that person on reasonable grounds to have been conferred or imposed by this Act.

**41. Insurance.** (1) Subject to subsection (2), as soon as practicable after a body corporate is established under this Act it shall effect insurance

in respect of damage to property death and bodily injury for which it may be held liable for an amount of cover prescribed by Order in Council or, if not prescribed, for an amount of \$100 000 at the least and shall keep such insurance current at all times.

(2) Subsection (1) does not apply to a body corporate that is exempted by the Minister from the requirement to effect the insurance referred to in the subsection, the Minister being hereby empowered to grant such an exemption if he is satisfied that the functions of the body corporate are such as to make the effecting of the insurance unnecessary.

#### PART VII—FINANCIAL PROVISIONS

**42. Accounts and statements.** (1) A body corporate shall cause accounts to be established and properly kept to contain such financial information as to enable the statements referred to in subsection (2) to be prepared and such other information as the Minister may direct.

(2) The secretary of a body corporate shall, within three months after the close of each financial year prepare or cause to be prepared a statement setting forth particulars of the following:—

- (a) the income and expenditure of the body corporate during the financial year last concluded;
- (b) the assets and liabilities of the body corporate at the close of the financial year last concluded; and
- (c) all mortgages, charges and securities of any description affecting the property of the body corporate at the close of the financial year last concluded.

**43. Certification of statements.** (1) The statement of accounts referred to in section 42 (2) shall be certified as correct by the chairman and secretary of the body corporate and sealed with the seal of the body corporate.

(2) Forthwith upon certification of the statement of accounts the secretary of the body corporate shall cause the certified statement and the accounts of the body corporate, together with all proper vouchers in support thereof and all books, papers, writings and records of the body corporate relating thereto, to be placed before the auditor appointed under this Act to examine the accounts of the body corporate.

**44. Audit of accounts.** (1) The accounts of a body corporate shall be audited by the Auditor-General or an authorized officer within the meaning of the *Financial Administration and Audit Act 1977-1981* directed by the Auditor-General each of whom shall have with respect to such audit and accounts all the powers and authorities conferred on him by that Act as if the body corporate were a department of the Government of the State.

The fee payable by the body corporate in respect of the audit shall be fixed by the Auditor-General.

(2) The Auditor-General shall certify whether the statements of account prepared on behalf of the body corporate—

- (a) are, where applicable, prepared in the form required by this Act;
- (b) are in agreement with the accounts; and
- (c) in his opinion fairly set out the financial transactions for the period to which they relate and show a true and fair view of the state of affairs at the close of that period on a basis consistent with that applied in respect of the financial year last preceding.

(3) The Auditor-General shall at least once in each year report to the Minister the results of each audit carried out pursuant to this section and shall, if he thinks fit, include with the report recommendations to the Minister or to the Chairman of the body corporate with respect to the financial statements and the manner of operating and maintaining the accounts in question.

A copy of the report and the recommendations (if any) shall be furnished to the Chairman of the body corporate.

The Minister or, as the case may be, the Chairman shall give due consideration to the report and the recommendations (if any) of the Auditor-General made pursuant to this subsection.

(4) The Auditor-General shall include in his annual report to Parliament such matters concerning the financial transactions of the body corporate as he thinks fit.

If in the Auditor-General's opinion the circumstances so warrant, he may make an additional or special report to Parliament at any time.

(5) The report of the Auditor-General together with the accounts certified as prescribed by subsection (2) shall be submitted to the members of the body corporate at the first ordinary meeting held after the report becomes available to the Chairman of the body corporate.

(6) Whenever it appears to or comes to the knowledge of a body corporate that any property of or received by it has been stolen or not accounted for the body corporate shall forthwith give notice thereof to the Auditor-General and to a member of the Police Force of Queensland of the rank of sergeant of police or of a higher rank.

A body corporate shall not—

- (a) abstain from, discontinue or delay a prosecution for an offence in relation to property of or received by it that has been stolen or not accounted for; or
- (b) withhold or promise to withhold, abstain from, discontinue or delay the production of evidence for the purpose of an investigation or prosecution of a case referred to in this subsection.

(7) A person who fails to comply with a requisition made on him by the Auditor-General or an authorized officer directed to perform the audit of a body corporate under the authority of this Act commits an offence against this Act.

**45. Financial statement available for inspection.** (1) The secretary of a body corporate shall make available for inspection by the public a copy of the statement of accounts of the body corporate, audited as prescribed.

(2) The Minister may, where he considers it desirable so to do, direct a body corporate in writing to publish a copy of the statement of its accounts, audited as prescribed, in such manner and within such time as is specified in the direction.

The body corporate to which a direction is given under this subsection and its secretary shall comply in all respects with the direction.

**46. Estimates of receipts and disbursements.** (1) If it is required by the Minister so to do, a body corporate shall frame, adopt and present to the Minister, a statement in respect of the Fund showing estimates of its receipts and disbursements in respect of the balance of the financial year in which the statement is presented and thereafter the body corporate shall before 31 August of each succeeding year or such later date as the Minister may on the application of the body corporate allow, frame, adopt and present to the Minister a statement in respect of the Fund showing estimates of its receipts and disbursements in respect of the succeeding financial year.

(2) In framing the statement the body corporate shall estimate in respect of the financial year for which the statement is being framed and shall therein show—

- (a) the amounts to be disbursed upon the several functions, matters and things to which the Fund is applicable;
- (b) the amounts expected to be received from the several sources of income and other moneys of the body corporate which income or moneys are required by this Act to be paid to the Fund.

(3) In any statement—

- (a) the estimates of receipts shall be set out separately so as to indicate as nearly as possible opposite each other the several sources of receipts required by this section to be shown in the statement;
- (b) the estimates of disbursements required by this section to be shown in the statement shall be set out so as to indicate as nearly as possible opposite each other the power, authority, function, duty or obligation in respect of which the disbursement is to be made.

(4) The body corporate may in any financial year make an ordinary disbursement prior to adopting the statement for that year but, if it does so, the item of disbursement shall be included in the statement for that year.

(5) A statement framed pursuant to subsection (1) shall be of no force or effect until it is approved by the body corporate and when approved it shall be binding upon the body corporate except to the extent that it may be amended by the Minister.

(6) The Minister may amend a statement framed pursuant to subsection (1) in such a way as he thinks reasonable having regard to the purposes for which moneys forming the Fund may be applied.

(7) If at the close of any financial year there is a surplus or deficit the surplus or deficit shall be carried forward and taken into account in framing the statement for the next following year.

**47. Observance of statement.** (1) Subject to subsection (2), a body corporate that is required to present a statement referred to in section 46 shall not in any financial year expend its finances other than for the items specified in the statement for the financial year in question and to the amount specified in the statement in respect of that item.

(2) If during any financial year it appears to the body corporate that an unforeseen or extraordinary circumstance has arisen that requires the body corporate to make a disbursement in that financial year that was not provided for in the statement (as approved) for that financial year or that exceeds the amount estimated in respect of an item specified in the statement the body corporate shall before making the disbursement, by resolution, approve that the disbursement be made and obtain the approval of the Minister for such disbursement.

(3) The body corporate shall ensure that the amount of any disbursement approved pursuant to subsection (2) is not exceeded.

**48. Periodical statements of account.** The secretary of a body corporate shall present to each ordinary meeting of the body corporate statements of account in relation to the receipts and disbursements for the period of the financial year from commencement to the close of the month last concluded.

The statements of account, in the case of a body corporate that is required to present a statement referred to in section 46, shall show estimated receipts and disbursements and actual receipts and disbursements with such explanations as will give a true indication of the progressive state of the headings provided in the estimates.

The statements submitted to the first meeting of the body corporate held after the last day of December and March shall include an estimate of the anticipated position at the end of the financial year.

**49. Members liable.** If a body corporate that is required to present a statement referred to in section 46 makes a disbursement that has not been provided for in an approved statement or that has not been approved pursuant to section 47 (2) the members who, after having had the facts fully explained to them in relation to the disbursement, voted for such disbursement shall be jointly and severally liable to repay to the body corporate the amount of the disbursement and that amount may be recovered by the Minister in a court of competent jurisdiction as a debt due and owing to the body corporate.

**50. General Fund.** (1) A body corporate shall establish and maintain a General Fund in accordance with this Act at a bank and the bank account therefor shall be kept separate and distinct from any other bank accounts of the body corporate.

(2) There shall be paid into the Fund—

- (a) all moneys received by the body corporate for its purposes or objects other than moneys rightly appropriated to any trust fund established by the body corporate;
- (b) all moneys received by the body corporate by way of income from investments of the body corporate other than income from investment of moneys in a trust fund established by the body corporate and rightly accruing to that trust fund; and
- (c) all moneys received by the body corporate in the discharge of its functions and the pursuit of its objects.

(3) Moneys from time to time forming the Fund shall be applied—

- (a) to any use or object which for the time being is specified in the Register as a use or object for which the body corporate is established;
- (b) to payment of fees and allowances payable to members of the body corporate;
- (c) to payment of salaries and wages of employees of the body corporate; and
- (d) to payment of any other expenditure necessarily incurred by the body corporate in the discharge of its functions, the pursuit of its objects and the exercise of its powers.

**51. Investment of moneys.** (1) Moneys of a body corporate may, until required by it for a purpose to which the money may lawfully be applied, be invested—

- (a) in any investment authorized by the *Trusts Act 1973–1979*; or
- (b) in any investment approved by the Minister upon the advice of the Treasurer.

(2) Every security or safe custody acknowledgement or other document evidencing title issued in respect of any investment of moneys of a body corporate shall be held by the body corporate.

(3) Subsection (1)—

- (a) shall not apply in relation to moneys acquired by a body corporate under an instrument that expressly directs to the contrary; and
- (b) shall not be construed to restrict, in relation to particular moneys, the powers of investment conferred on a body corporate by an instrument under which it has acquired those moneys.

**52. Power to establish trust funds and to accept gifts and the like subject to conditions.** (1) A body corporate may establish and administer trust funds for any purpose in connexion with the exercise and performance of its function, powers, and duties and, if it does so, shall establish at a bank one or more bank accounts in respect of the trust funds.

(2) A body corporate, with the approval of the Minister first had and obtained, may agree to and carry out conditions to which a gift, grant, bequest, devise, purchase, lease or other means whereby it acquires or holds property is subject.

**53. Advances by way of overdraft.** A body corporate may obtain temporary financial accommodation from any bank or banks by way of overdraft on the Fund.

A body corporate shall not, during any financial year, suffer the amount of its overdraft to exceed the amount for the time being authorized by the Minister after considering any recommendation made by the body corporate.

**54. Illegal borrowing.** (1) If a body corporate borrows money other than by way of financial accommodation referred to in section 53 the person who lends the money shall have no remedy or right of any kind to recover money from the body corporate in respect of that loan.

(2) If a body corporate borrows money other than by way of financial accommodation referred to in section 53 the members who consented to the borrowing of the money shall be jointly and severally liable to repay it and to pay interest thereon to the person from whom it was borrowed and that money and interest may be recovered from those members or any of them as money lent by that person to those members or, as the case may be, that member by action in a court of competent jurisdiction.

(3) If moneys are appropriated from any fund kept by a body corporate for the purpose of repaying money borrowed other than by way of financial accommodation referred to in section 53 or paying interest thereon, the members who consented to the appropriation shall be jointly and severally liable to refund the moneys with interest thereon at a rate determined by the Treasurer and the moneys and interest may be recovered from those members or any of them by action in a court of competent jurisdiction at the suit of the Minister.

In any action brought under this section, the Minister shall be entitled to costs as between solicitor and client and any amount recovered as a result of that action shall be paid into the Fund of the body corporate concerned.

#### PART VIII—GENERAL PROVISIONS

**55. Sale or disposal of certain property.** (1) Where a body corporate is satisfied that any property for the time being vested in it and held by it subject to any condition or trust is unfit or not required for its purposes, it may, subject to the approval of the Governor in Council and notwithstanding the terms of any trust affecting the property or any arrangement or condition made or agreed to by it at the time of its acquisition of the property—

- (a) sell the property or exchange it for any other property; or
- (b) dispose of the property without consideration or, in the case of personal property, destroy the property if the body corporate adjudges it to be of no saleable value.

(2) The proceeds of any sale made by a body corporate in exercise of the power conferred on it by subsection (1) shall after deduction therefrom of the costs of and incidental to the sale be held for the objects of the body corporate.

(3) Any property sold or disposed of by way of exchange or otherwise by a body corporate purporting to exercise any of the powers conferred on it by subsection (1) shall vest in the person acquiring the property by virtue of the sale or disposal freed and discharged from any trust, arrangement or condition relating to any sale or disposal of the property or to the use of the property to which the property was subject in the hands of the body corporate.

(4) A person acquiring any property from a body corporate purporting to exercise any of the powers conferred on it by subsection (1) shall not be concerned to enquire whether a case has arisen to authorize the sale or other disposal of the property or whether the power was otherwise properly and regularly exercised or to see to the application of any purchase money paid to the body corporate.

**56. Removal from Register.** (1) A body corporate may at any time make application to the Minister that the entry in the Register in respect of it be removed.

(2) Upon the recommendation of the Minister, the Governor in Council may, by Order in Council, order that the entry in the Register in respect of a body corporate be removed—

- (a) in consequence of an application made by the body corporate under subsection (1); or
- (b) where he is satisfied that the body corporate should be terminated.

(3) Every such Order in Council shall be given effect.

**57. Winding up of bodies corporate.** (1) Where an entry in the Register in respect of a body corporate has been removed upon the application of the body corporate the provisions of the law of Queensland relating to the voluntary winding up of companies shall, subject to this Act and with all necessary modifications, apply in relation to the winding up of the body corporate.

(2) Where an entry in the Register in respect of a body corporate has been removed otherwise than upon the application of the body corporate the body may be wound up by the Supreme Court of Queensland.

(3) An application to the Court for the winding up by it of a body corporate shall be by petition presented by the body corporate, a member thereof, a creditor or the Under Secretary of the Department of Health of Queensland.

(4) The provisions of the law of Queensland relating to companies shall, subject to this Act and with all necessary modifications, apply



in relation to the winding up by the Court of a body corporate as if the body corporate were an unregistered company within the meaning of that law.

(5) For the purposes of the application of the law of Queensland relating to companies to the winding up of a body corporate—

- (a) a reference in that law to an unregistered company shall be read as a reference to a body corporate;
- (b) a reference in that law to the directors of a company shall be read as a reference to the members of the body corporate;
- (c) a reference in that law to the secretary of a company shall be read as a reference to the secretary of the body corporate; and
- (d) a reference in that law to the principal place of business of a company shall be read as a reference to the associated hospital in relation to the body corporate.

**58. Disposal of assets used by body corporate.** (1) Land granted by the Crown in trust to a body corporate or reserved and set apart for the purposes of a body corporate, in either case under the *Land Act 1962-1978*, shall not form part of the assets of the body corporate for the purposes of its winding up.

(2) Subject to subsection (3), the Governor in Council may in relation to property held in trust by a body corporate or, being land, reserved and set apart and placed under the control of a body corporate as trustee, constitute or nominate any other person as trustee, nominate any other use to which the property should be held or applied, terminate a trust or make such other order as he thinks fit.

Every order made under this subsection shall be given effect.

(3) It is not competent to the Governor in Council under subsection (2) to override the provisions of any instrument creating a trust on which a body corporate holds property where the instrument provides for variation of the trust or substitution of a new trust upon the termination of the body corporate.

**59. Dissolution of bodies corporate.** Where an entry in the Register in respect of a body corporate has been removed and the Governor in Council is satisfied that the affairs of the body corporate are such that there is no need for it to be wound up (voluntarily or by the Court) he may, upon the recommendation of the Minister, by Order in Council, dissolve the body corporate.

**60. Distribution of residual property.** If upon the winding up of a body corporate there remains property of the body corporate that would have been available for but is not required to satisfy claims against the body corporate or expenses of the winding up or if upon the dissolution of a body corporate there is property that would have been available for but is not required to satisfy liabilities of the body corporate, that property shall not be distributed among the members of the body

corporate but shall be transferred to such body as in the opinion of the Governor in Council has objects similar to those of the body corporate that is wound up or dissolved or if in the opinion of the Governor in Council there is no such body reasonably available, that property shall be disposed of in such manner or held on such trusts as the Governor in Council orders.

**61. Effect of winding up etc. on offices.** Where a body corporate has been wound up, voluntarily or by the Court, or has been dissolved by order of the Governor in Council the members of the body corporate shall be taken to have vacated their offices as such members.

**62. Form of contract etc.** (1) The authority of a body corporate to enter into contracts and agreements may be exercised in the following manner:—

- (a) any agreement or contract that, if made between private persons, would by law be required to be in writing under seal may be made on behalf of the body corporate in writing under its common seal;
- (b) any agreement or contract that, if made between private persons, would by law be required to be in writing signed by the parties to be charged therewith may be made on behalf of the body corporate in writing signed by a person acting under the express or an implied authority of the body corporate;
- (c) any agreement or contract that, if made between private persons, would by law be valid although made by parol only (and not reduced into writing) may be made by parol on behalf of the body corporate by a person acting under the express or an implied authority of the body corporate.

(2) A contract or agreement entered into by a body corporate may be varied or discharged by agreement in the manner in which it is by this section authorized to be made.

(3) Authentication by a body corporate of any document or proceeding may be given by the signature of any person authorized by the body corporate so to do.

**63. Delegation by Minister.** (1) The Minister may by writing under his hand delegate all or any of his powers, authorities, duties and functions under this Act, as specified in the instrument of delegation, (except this power of delegation and the power conferred on him by section 46 to require presentation of estimates) to any officer of the Department of Health and may in like manner vary or revoke a delegation made by him.

A delegation may be to the holder of an office, specifying the office but without naming the holder, in which case, while the delegation continues, each holder of the specified office and each person who at any time performs the duties of that office may exercise or, as the case may be, shall perform or discharge, while he holds the office or performs the duties thereof, the powers, authorities, duties and functions specified in the instrument of delegation in accordance with the delegation.

(2) The Minister may make such number of delegations to such number of persons, either at any one time or at different times, as he thinks fit.

(3) A delegation shall not prevent the exercise or discharge by the Minister of the power, authority, duty or function delegated.

(4) Notification of a delegation may be published in the Gazette and thereupon the delegation shall be judicially noticed and shall be presumed in force until the contrary is proved.

**64. Delegation by body corporate.** (1) A body corporate may, in relation to any matter or class of matter or any activity or function of the body corporate, by resolution delegate all or any of its powers, authorities, duties and functions (except this power of delegation and its power to make by-laws, and its duties to frame a statement under section 46 and to furnish a report under section 74) to any member or to any of its employees and may in like manner vary or revoke a delegation made by it.

(2) A body corporate may make such number of delegations to such number of persons, either at any one time or at different times as it thinks fit.

(3) A delegation shall not prevent the exercise or discharge by the Foundation of the power, authority, duty or function delegated.

(4) Where a resolution of delegation purports to regulate the exercise or discharge by the delegate of a power, authority, duty or function delegated the delegated power, authority, duty or function may be exercised or discharged by the delegate only in accordance with the resolution of delegation.

**65. Liability for damage to property.** (1) A person shall not—

- (a) unlawfully take from the possession of a body corporate any thing; or
- (b) unlawfully damage, mutilate or destroy any thing in the possession of a body corporate.

(2) A person who contravenes subsection (1) shall be liable to pay to the body corporate the full value of the thing taken, damaged, mutilated or destroyed, which value may be recovered in a summary way under the *Justices Act 1886–1980* or by action for a debt due and owing to the body corporate in a court of competent jurisdiction.

(3) The liability imposed by subsection (2) is in addition to any other liability incurred by reason of a contravention of subsection (1).

(4) Proceedings under the *Justices Act 1886–1980* to enforce the liability imposed by subsection (2) may be taken by the secretary of the body corporate or by a person authorized in that behalf, either generally or in a particular case, by the body corporate.

**66. Reward for information.** (1) A body corporate may, subject to the approval of the Minister, offer and pay a reward to any person who gives information to a body corporate or to any of its members or employees concerning the taking, damaging, mutilation or destruction of any thing in contravention of section 65 (1) or concerning the commission of any other offence against this Act.

(2) The amount of any reward paid or required to be paid by a body corporate to any person pursuant to subsection (1) may be recovered from any person convicted of the taking, damaging, mutilation or destruction to which relates the information in consideration of which the reward is or is to be paid in a summary way under the *Justices Act* 1886–1980 or by action for a debt due and owing to the body corporate in a court of competent jurisdiction.

(3) Proceedings under the *Justices Act* 1886–1980 to recover an amount of any reward may be taken by the secretary of the body corporate or by a person authorized in that behalf, either generally or in a particular case, by the body corporate.

**67. Orders to enforce additional liability.** (1) Where a person is convicted of an offence that consists in—

- (a) unlawfully taking any thing from the possession of a body corporate, with or without a further element; or
- (b) unlawfully damaging, mutilating or destroying any thing in the possession of a body corporate,

whether or not his conviction relates to an offence defined in section 65 (1) or defined in some other provision of law, the court by which he is convicted may, in addition to imposing a penalty on him—

- (c) order that he discharge to the body corporate the liability imposed on him by section 65 (2); and
- (d) order that he pay to the body corporate the amount of any reward paid by it or required to be paid by it to any person for information concerning the taking, damaging, mutilation or destruction of which he has been convicted.

(2) An order, for payment of money made pursuant to subsection (1) may be enforced in the same manner as if it were an order for payment of a penalty but the existence of such an order shall not prejudice the taking by or on behalf of the body corporate of any other proceeding in law for the recovery of the sum ordered to be paid.

**68. Averment as to ownership.** In any proceeding in which it is material to prove ownership of any thing that at a time relevant to the proceeding is or was in the possession of a body corporate it shall be sufficient to aver ownership of the thing to be in the body corporate.

**69. General penalty.** (1) A person who contravenes or fails to comply with a provision of this Act commits an offence against this Act and, except where a specific penalty is otherwise provided, is liable to a penalty of \$500.

(2) Every penalty recovered in respect of an offence against this Act shall be paid to the body corporate on whose behalf prosecution proceedings were brought.

**70. Proceedings for offences.** (1) Proceedings in respect of an offence against this Act may be taken in a summary way under the *Justices Act 1886-1980* upon the complaint of the secretary of the body corporate concerned or by any other person authorized in that behalf, either generally or in a particular case, by the body corporate.

(2) Proceedings in respect of an offence against this Act may be commenced at any time within one year from the commission of the offence or within six months after the commission of the offence comes to the knowledge of the complainant, whichever period is the later to expire.

**71. Evidentiary provisions.** (1) A document that purports to be a copy of or an extract from an entry in the Register and that purports to be certified as a true copy or extract by the person who, at the time of the production of the document in evidence, is charged with keeping the Register shall be evidence and, in the absence of evidence to the contrary, conclusive evidence of the state of the Register, as shown by such document, at the date of the certification.

(2) The authority of a person to lay a complaint relating to an offence against this Act, who describes himself in the complaint as secretary of a body corporate or as a person authorized by a body corporate to lay the complaint, shall be presumed until the contrary is proved.

(3) A statement in a complaint that commences a proceeding in respect of an offence against this Act as to the date on which the matter of complaint came to the knowledge of the complainant shall be evidence and, in the absence of evidence to the contrary, conclusive evidence thereof.

**72. Regulations.** The Governor in Council may make regulations not inconsistent with this Act for or with respect to all matters required or permitted by this Act to be prescribed and all matters that, in the opinion of the Governor in Council, are necessary or convenient for the proper administration of this Act or to achieve the objects and purposes of this Act.

A regulation may impose a penalty not exceeding \$200 for a breach of that regulation or any other regulation.

**73. Rules.** (1) A body corporate may from time to time make rules not inconsistent with this Act with respect to—

- (a) the management of the affairs of the body corporate;
- (b) the application of the property of the body corporate to its objects;
- (c) the general management and control of property of or occupied by the body corporate;
- (d) the investment of money, both capital and income, from time to time under the control of the body corporate;
- (e) the protection of property of or occupied by the body corporate from trespass, damage or misuse;
- (f) the conduct of research or other activities relevant to the objects of the body corporate;
- (g) the functions, powers and duties of employees of the body corporate and of other persons engaged in pursuit of its objects;
- (h) the fees to be paid for use of the facilities of the body corporate;
- (i) the admission or exclusion or removal of the public or any person to or from property occupied by the body corporate or of which it has control;
- (j) the conduct of proceedings at meetings of the body corporate and the times and places of its meetings;

(2) Rules may impose a penalty for any breach thereof not exceeding \$200.

(3) As soon as practicable after its establishment as prescribed by this Act a body corporate shall make rules with respect to—

- (a) the management of the affairs of the body corporate;
- (b) the application of property of the body corporate to its objects;
- (c) the general management and control of property of or occupied by the body corporate;
- (d) the investment of money, both capital and income, from time to time under the control of the body corporate.

(4) Every rule shall be adopted at a special meeting of the body corporate called for that purpose and shall be sealed with the seal of the body corporate.

Every rule, adopted and sealed as prescribed, shall be submitted to the Minister for the approval of the Governor in Council and, if it is so approved, shall be published in the Gazette and thereupon it shall have force and effect and shall be observed by all persons concerned.

(5) Section 28A of the *Acts Interpretation Act 1954–1977* (Tabling of Regulations) shall apply with respect to rules made by a body corporate and for the purposes of such application, that section shall be read and construed as if references therein to regulations were references to rules made by a body corporate.

**74. Annual report.** (1) As soon as practicable after the expiration of each financial year a body corporate shall furnish to the Minister a report on its operations throughout that year.

(2) The report shall include such statements of account and other financial and relevant information as may be prescribed, together with the auditor's certificate prescribed by section 44 (2).

(3) The Minister shall lay the report of the body corporate before the Legislative Assembly within 14 sitting days of his receipt of the report.