# Howard Florey Institute of Experimental Physiology and Medicine (Repeal) Act 2007

No. 19 of 2007

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Preamble

The Howard Florey Institute of Experimental Physiology and Medicine Act 1971 was enacted to establish a body corporate known as the Howard Florey Institute of Experimental Physiology and Medicine ("the Institute").

It is proposed to establish a body to be called the Florey Neuroscience Institutes which will be involved in the establishment of a research centre to be called the Australian Centre for Neuroscience and Mental Health Research. The Institute will be involved in the Florey Neuroscience Institutes.
To facilitate the involvement of the Institute in the Florey Neuroscience Institutes it is expedient to repeal the **Howard Florey Institute of Experimental Physiology and Medicine Act 1971** and to provide for the transfer of all property, rights and liabilities held, and staff employed, by the Institute to a company, limited by guarantee, incorporated under the Corporations Act that is to be the successor in law of the Institute.

The Parliament of Victoria therefore enacts:

1 **Purposes**

The main purposes of this Act are—

(a) to repeal the **Howard Florey Institute of Experimental Physiology and Medicine Act 1971**; and

(b) to provide for the transfer to another entity of all property, rights, liabilities and staff of the Howard Florey Institute of Experimental Physiology and Medicine.

2 **Commencement**

This Act comes into operation on 1 July 2007.

3 **Definitions**

In this Act—

*Board* means the governing body of the former body appointed by or under the **Howard Florey Institute of Experimental Physiology and Medicine Act 1971**;

*commencement day* means 1 July 2007;
4 Repeal of Howard Florey Institute of Experimental Physiology and Medicine Act 1971

The Howard Florey Institute of Experimental Physiology and Medicine Act 1971 is repealed.

5 Abolition of former body

(1) On the commencement day—

(a) the former body is abolished; and

(b) a person holding office as a member of the former body ceases to hold office; and

(c) the Board is abolished; and
(d) a person holding office as a member of the Board ceases to hold office; and

(e) any Committee, including an Executive Committee, constituted and appointed by the Board is abolished.

(2) On the commencement day—

(a) the new body is the successor in law of the former body; and

(b) all rights, property and assets that immediately before that day were vested in the former body become, by force of this section, vested in the new body; and

(c) all debts, liabilities and obligations of the former body become, by force of this section, debts, liabilities and obligations of the new body; and

(d) the new body is, by force of this section, substituted as a party to any proceedings pending in any court or tribunal to which the former body was a party immediately before the commencement day; and

(e) the new body is, by force of this section, substituted as a party to any arrangement or contract entered into by or on behalf of the former body as a party and in force immediately before that day; and

(f) any reference to the former body in any Act or in any proclamation, Order in Council, rule, regulation, order, agreement, instrument, deed or other document is, so far as it relates to any period after that day and if not inconsistent with the context or subject-matter, construed as a reference to the new body.
6 Accounts

On and from the commencement day the new body must ensure that the accounts of the former body for the financial year ending immediately before the commencement day are audited and dealt with in the same way as if the accounts were accounts of the new body.

7 Transfer of staff

(1) On and from the commencement day, a person employed by the former body immediately before that day, including a person holding office as a result of an appointment made by the Board under section 16 of the Howard Florey Institute of Experimental Physiology and Medicine Act 1971, is to be regarded as—

(a) having been employed by the new body; and

(b) having been so employed on the same terms and conditions as those that applied to the person immediately before the commencement day as an employee of the former body; and

(c) having accrued an entitlement to benefits, in connection with that employment with the new body, that is equivalent to the entitlement that the person had accrued, as an employee of the former body, immediately before the commencement day.

(2) The service of a transferred employee as an employee of the new body is to be regarded for all purposes as having been continuous with the service of the transferred employee, immediately before the commencement day, as an employee of the former body.
8 Future terms and conditions of transferred employees

Nothing in section 7 prevents—

(a) any of the terms and conditions of employment of a transferred employee from being altered by or under any law, award or agreement with effect from any time after the commencement day; or

(b) a transferred employee from resigning, or the termination of a transferred employee's employment, at any time after the commencement day in accordance with the then existing terms and conditions of his or her employment by the new body.

9 Students

On and from the commencement day, a person who, immediately before that day, was undertaking studies at the former body may continue with those studies at the new body from that day on the same terms and conditions as those that applied to the person immediately before that day.

10 Validity of things done under this Act

Nothing effected by this Act or suffered under this Act—

(a) is to be regarded as placing any person in breach of contract or confidence or as otherwise making any of them guilty of a civil offence; or

(b) is subject to compliance with, or is to be regarded as placing any person in breach of or as constituting a default under, any Act or other law or any provision in any agreement, arrangement or understanding including, but not limited to, any provision prohibiting or
restricting the assignment or transfer of any property or right or the disclosure of any information; or

(c) is to be regarded as fulfilling any condition which allows a person to exercise a power, right or remedy in respect of, or to terminate, any agreement or obligation; or

(d) is to be regarded as giving rise to any remedy for a party to a contract or an instrument or as causing or permitting the termination of any contract or instrument because of a change in the beneficial or legal ownership of any property, right or liability; or

(e) is to be regarded as causing any contract or instrument to be void or otherwise unenforceable; or

(f) is to be regarded as frustrating any contract; or

(g) releases any surety or other obligor wholly or in part from any obligation.

11 Savings and transitional regulations

(1) The Governor in Council may make regulations containing provisions of a savings or transitional nature consequent on the enactment of this Act.

(2) A provision mentioned in subsection (1) may be made retrospective in operation to a day on or after the commencement day.

(3) A provision referred to in subsection (1) has effect despite anything to the contrary in any Act (other than this Act) or subordinate instrument.
Consequential amendments

(1) In section 3(1) of the Cancer Act 1958 insert the following definition—

"HFI means Howard Florey Institute
ACN 124 316 310 (or any successor in law of that company);".

(2) For section 16(2)(ea) of the Cancer Act 1958 substitute—

"(ea) the chief executive officer for the time being (by whatever name called) of HFI or a nominee of the chief executive officer;".

(3) In the Second Schedule to the Cancer Act 1958 for "Howard Florey Institute of Experimental Physiology and Medicine" substitute "HFI".
ENDNOTES

† Minister's second reading speech—
Legislative Assembly: 15 March 2007
Legislative Council: 3 May 2007

The long title for the Bill for this Act was "A Bill for an Act to repeal the Howard Florey Institute of Experimental Physiology and Medicine Act 1971 and for other purposes."

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