# TABLE OF PROVISIONS

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## ENDNOTES

1. General Information
2. Table of Amendments
3. Explanatory Details
Version No. 003

Baker Medical Research Institute Act 1980

No. 9411 of 1980

Version incorporating amendments as at 15 February 2008

An Act to establish a Body Corporate under the name of the Baker Medical Research Institute and for related purposes.

Preamble

WHEREAS by Deed dated 10 May 1926 made between Thomas Baker, Alice Baker and Eleanor Mary Shaw (the Settlors), Thomas Baker, John Fullarton Mackeddie and Henry Michael Collins (the Trustees) and the Alfred Hospital Melbourne (the Hospital) there was established an Institute of Medical Research called "The Thomas Baker, Alice Baker, and Eleanor Shaw Medical Research Institute" (the Institute) with the objects of carrying out medical research work and instructing medical students and/or post-graduates:

AND WHEREAS on these terms the Institute was opened in 1926 and subsequently supported by the Thomas Baker (Kodak), Alice Baker and Eleanor Mary Shaw Benefactions:

AND WHEREAS in 1946 the Hospital assumed the management of the routine clinical, pathological and biochemical services of the Institute, freeing the Institute to carry out its primary object of medical research work:

AND WHEREAS on 23 December 1965 it was agreed by the Trustees for and on behalf of the Institute and Monash University ("the University") that the Institute and the University should become affiliated the one to the other for the purposes of promoting the teaching of and encouraging research amongst under-graduate and post-
Preamble

graduate medical students of the University and providing facilities therefor:

AND WHEREAS the Agreement made on 23 December 1965 was varied by Agreements made by the Trustees for and on behalf of the Institute and the University on 17 January 1974 and 30 October 1975:

AND WHEREAS it was agreed by the Institute and the Hospital that the clinical medical research work of the Institute would be performed where necessary in the beds of the Clinical Research Unit of the Hospital:

AND WHEREAS there has always been the closest association between the medical research work of the Institute and the Hospital:

AND WHEREAS the medical research work of the Institute has been conducted in premises situated in the grounds of the Hospital which were erected by and are maintained by the Institute but which are the property of the Hospital:

AND WHEREAS the medical research work of the Institute has increased in scope and importance and world-wide esteem and has received extensive private and public benefactions (including the Thomas Baker (Kodak), Alice Baker and Eleanor Mary Shaw Benefactions established in accordance with the last Will and Testament of Thomas Baker in 1928) and Government aid:

AND WHEREAS in consequence the Trustees as presently constituted consider the present number of Trustees is no longer adequate to promote the Institute's objects and have conferred with the Board of Management of the Hospital and with the University about how best to procure wider counsel and support for the medical research work undertaken by the Institute:

AND WHEREAS the Trustees, the Board of Management of the Hospital and the University are agreed that the objects of the Institute would best
be promoted if the Institute were incorporated by
an Act of Parliament conferring and imposing
upon it the powers, duties, rights and liabilities
hereinafter provided for and vesting in it the
property of the Institute and the management of
that property as hereinafter enacted and making
other provision as hereinafter enacted:

BE IT THEREFORE ENACTED by the Queen's Most
Excellent Majesty by and with the advice and consent of the
Legislative Council and the Legislative Assembly of Victoria
in this present Parliament assembled and by the authority of
the same as follows (that is to say):

1 Short title and commencement

(1) This Act may be cited as the Baker Medical
Research Institute Act 1980.

(2) This Act shall come into operation on a day to be
fixed by proclamation of the Governor in Council
published in the Government Gazette.

2 Definitions

In this Act—

Board means the Board constituted pursuant to
section 7;

Director means the person for the time being
holding office as Director of the Institute
under section 13;

Hospital means the Alfred Hospital, Melbourne;

Institute means the Baker Medical Research
Institute established by this Act;

Original Institute means the Thomas Baker, Alice
Baker and Eleanor Shaw Medical Research
Institute established by a Deed dated 10 May
1926 made between Thomas Baker, Alice
Baker and Eleanor Mary Shaw of the first
part Thomas Baker, John Fullarton Mackeddie and Henry Michael Collins of the second part and the Alfred Hospital Melbourne of the third part;

*original members* means the persons named in section 3(1) of this Act;

*Secretary* means the Secretary of the Board holding office under section 9(3);

*Trustees* means the Trustees of the original Institute;

*University* means Monash University established and incorporated by the *Monash University Act 1958*.

3 Constitution of the Institute—original members

(1) There is hereby established in Victoria an Institute called the "Baker Medical Research Institute", the original members of which shall be Richard Roderick Andrew, John Cobell Habersberger, Henry Buckhurst Kay, Paul Ivan Korner, William David McPherson, John David Moir, Laurence MacDonald Muir, John Thyne Reid and Graeme Calderwood Schofield.

(2) The Institute shall be a body corporate and shall have perpetual succession and a common seal and power to hold land and shall be capable in law of suing and being sued and of doing and suffering all acts, matters and things which bodies corporate may by law do and suffer.

(3) The Board shall provide for the safe custody of the common seal of the Institute which shall be used only by the authority of the Board or of a committee of the Board authorized by the Board in that behalf and every instrument to which the seal is affixed shall be signed in writing by two members of the Board and shall be countersigned
in writing by the Secretary or by some other person appointed by the Board for the purpose.

4 Vesting of property

(1) On the commencement of this Act and without any further or other authority than this Act there shall be vested in the Institute—

(a) all that piece of land being Lot 5 on Plan of Subdivision No. 14363 lodged in the Office of Titles and being the land more particularly described in Certificate of Title Volume 6201 Folio 192 for an estate in fee-simple subject to the encumbrances (if any) specified in the certificate of title for the land or otherwise affecting it;

(b) all other real property of whatsoever nature or tenure vested in or held by the Trustees immediately before that commencement for the original Institute; and

(c) all personal property of whatsoever nature or description vested in or held by the Trustees for the original Institute or vested in or held by any other person on behalf of or for the use or benefit of the Trustees or the original Institute.

(2) On the commencement of this Act—

(a) all contracts, agreements, deeds, bonds and other instruments lawfully entered into or made by the original Institute or the Trustees thereof and subsisting immediately before the commencement of this Act shall be as binding and of as full force and effect in all respects against or in favour of the Institute as if they had been entered into or made by the Institute;
(b) any action, arbitration or legal or other proceeding which was immediately before the commencement of this Act pending or subsisting by or in favour of or against the original Institute or the Trustees thereof shall not be abated or discontinued or prejudiced by reason of the provisions of this Act but may be prosecuted, continued or enforced by, against or in favour of the Institute in the same manner in which it might have been prosecuted, continued or enforced by, against or in favour of the original Institute or the Trustees thereof if this Act had not been passed; and

(c) all acts, matters and things of a continuing nature made, done or commenced by or on behalf of the original Institute or the Trustees thereof which have any force or effect or are capable of acquiring any force or effect shall be deemed to have been made, done or commenced by or in relation to or on behalf of the Institute and shall have effect and may be continued or completed by or in relation to or on behalf of the Institute accordingly.

(3) The Agreements made on 23 December 1965, 13 February 1974 and 30 October 1975 by the Trustees for and on behalf of the original Institute and the University shall continue in force with such modifications as are necessary as a result of this Act and as if they had been made by the Institute and the University; and references in them or any of them to the original Institute, a trustee, the Trustees or the Chairman of Trustees shall be read and construed as references to the Institute, a member of the Board, the Board or the President of the Institute respectively.
(4) The Board may on behalf of the Institute from time to time enter into Agreements or further Agreements with the University or the Board of Management of the Hospital which in the opinion of the Board will promote the objects of the Institute.

5 Members

(1) The Board may from time to time invite any person to be a member of the Institute if it is of the opinion that the membership of that person would assist the Institute to promote its objects.

(2) A person invited to be a member of the Institute shall on lodging with the Board notice in writing of his acceptance of the invitation become a member of the Institute and shall be known as a member of the Institute.

(3) A person shall cease to be a member of the Institute if he—

   (a) resigns his membership of the Institute by notice in writing addressed to the Secretary;

   (b) becomes bankrupt or compounds with his creditors or assigns his estate for the benefit of his creditors; or

   (c) in the opinion of the Board becomes physically or mentally incapable of continuing as a member of the Institute.

6 Objects of the Institute

The objects of the Institute shall be as follows—

   (a) to further knowledge in the field of medicine, particularly human medicine, by experiment and (without limiting the generality of the foregoing)—
(i) to seek to discover the nature, origins and causes of diseases and human afflictions by applying any or all of those branches of science which are relevant to this purpose;

(ii) to make best use of the knowledge so gained by improving methods of preventing, diagnosing or treating disease in both human beings and animals; and

(iii) to conduct research in any part of the State of Victoria by all such means as the Board may think advisable;

(b) to teach and instruct all persons who are desirous of acquiring knowledge in the subjects which may be under investigation by the Institute;

(c) to disseminate any information or advice which the Board thinks it advisable to disseminate concerning any matter relating to the work of the Institute; and

(d) to establish and operate a library and to maintain and from time to time extend and improve the library and to make the library available to such persons as are approved by the Director.

7 The Board

(1) The governing body of the Institute shall be the Board which subject to subsections (3) and (4) shall consist of not more than twelve nor less than seven members.

(2) At the commencement of this Act the Board shall consist of the original members of the Institute.

(3) The Director shall ex officio be a member of the Institute and a member of the Board.
(4) The Board of Management of the Hospital and the Council of the University may each by notice in writing addressed to the Secretary nominate a person to be a member of the Board and may each at any time withdraw the nomination of the person.

(5) At the commencement of this Act Laurence MacDonald Muir shall be deemed to have been nominated to be a member of the Board by the Board of Management of the Hospital and Graeme Calderwood Schofield shall be deemed to have been nominated to be a member of the Board by the Council of the University.

(6) When the nomination of a person who has been nominated to be a member of the Board by the Board of Management of the Hospital or the Council of the University is withdrawn pursuant to subsection (4), the person shall cease to be a member of the Board.

(7) Subject to subsection (1), the Board may appoint any additional member of the Institute to be a member of the Board.

(8) The office of a member of the Board shall become vacant if the member—

(a) resigns his office by notice in writing addressed to the Secretary;

(b) becomes bankrupt or compounds with his creditors or assigns his estate for the benefit of his creditors;

(c) in the opinion of the Board becomes physically or mentally incapable of continuing as a member of the Board;

(d) ceases to be a member of the Institute; or

(e) fails to attend three consecutive meetings of the Board without leave of the Board.
8 Disqualification of members of the Board for interest

(1) A member of the Board or of any committee appointed pursuant to section 10(3) who has or acquires any financial interest, other than an interest which may properly be regarded as not material, in a contract or arrangement made or proposed to be made by the Institute shall disclose his interest to the Board or committee (as the case may be).

(2) A member of the Board or of any committee who is required by subsection (1) to disclose an interest shall do so—

(a) if he is aware of his interest at the first meeting of the Board or committee at which the contract or arrangement or proposed contract or arrangement is considered—at that meeting; or

(b) if his interest does not exist when the contract or arrangement or proposed contract or arrangement is first considered by the Board or committee or if he is not aware of his interest at that time—at the first meeting of the Board or committee after he acquires his interest or becomes aware of his interest (as the case may be).

(3) A member of the Board or a committee who makes a disclosure pursuant to subsection (1) shall not vote on any resolution concerning the contract or arrangement or proposed contract or arrangement in respect of which the disclosure was made.

(4) Notwithstanding this section, any act done or resolution passed at any meeting of the Board or a committee shall be valid and effective notwithstanding the failure of any member of the
9 President Vice-President and Secretary

(1) There shall be a President and a Vice-President of the Institute each of whom shall be elected by the Board from amongst the members of the Board other than the Director and each of whom shall hold office for a period to be determined by the Board at the time of his election.

(2) Upon the President or Vice-President ceasing to be a member of the Board, the office of President or Vice-President (as the case may be) shall become vacant.

(3) There shall be a Secretary of the Board.

(4) Except while a person holds office as Secretary by virtue of an appointment made under subsection (5), the Secretary shall be the Chief Executive of the Hospital.

(5) The Board may from time to time as it thinks fit appoint a suitable person to be the Secretary and, without prejudice to any rights which the person may have arising out of any breach of his contract of employment, may at any time revoke the appointment.

10 Powers of the Institute

(1) To promote the objects enumerated in section 6 the Institute shall have the following powers, that is to say—

(a) to employ such persons as the Board thinks it necessary or desirable to employ;

(b) to establish and support institutions, funds or trusts for the benefit of employees or former employees of the Institute or their dependants and to grant pensions or allowances to such persons and to make
payments towards insurance for the benefit of such persons;

c) to set up, equip and maintain such laboratories and such offices or other buildings as the Board considers necessary or desirable;

d) to acquire, set up, maintain, print, publish and circulate such magazines, journals, pamphlets or other literary or scientific publications as the Board may consider beneficial to the Institute or to the public or a section of the public;

e) to arrange for lectures and demonstrations to be given for the benefit of registered medical practitioners or scientists and to admit other persons to the lectures or demonstrations on such occasions as the Board thinks fit;

f) to sponsor any person undertaking a course of study or research to an extent considered desirable by the Board;

g) to affiliate with any university, college or other educational institution or with any medical institution;

h) to join or support any association or body corporate whose activities may in the opinion of the Board promote the objects of the Institute and to pay subscriptions or make donations to any such association or body corporate;

i) to promote, establish, superintend, control, conduct and assist committees, auxiliaries and other forms of organization to promote the objects and advance the interests of the Institute;
(j) to purchase, to take on lease, in exchange or on hire and otherwise to acquire and hold any real or personal property or any rights or privileges which the Board may think necessary or convenient to promote the objects of the Institute;

(k) to take or otherwise acquire and hold any shares, debentures or other securities of any company;

(l) to obtain money and other property by means of grants, subscriptions, gifts, bequests or otherwise and to hold or invest the same;

(m) to borrow or raise or secure the payment of money in such manner as the Board may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Institute's property (both present and future), and to purchase, redeem or pay off any such securities;

(n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(o) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute;

(p) to apply the whole or any part of the property of the Institute in promoting the objects of the Institute or exercising the powers of the Institute;
(q) to execute any trust in connexion with all or any part of the property of the Institute;

(r) to invest and from time to time vary the investment of any of its moneys that are not immediately required to promote its objects in any manner which the Board thinks fit;

(s) to take and hold mortgages, liens, charges or other securities to secure the payment of the whole or part of the purchase price of any of the property of the Institute sold by the Institute or of any money due to the Institute from purchasers or others;

(t) to do all such other things as are incidental or conducive to the promotion of the objects or the exercise of the powers of the Institute.

(2) The powers of the Institute shall be vested in and exercised by the Board.

(3) The Board may from time to time appoint a committee and delegate to it such of the powers vested in the Board (other than this power of delegation) as the Board thinks fit.

(4) A committee appointed pursuant to subsection (3) shall consist of such persons as the Board thinks fit and may include persons who are not members of the Board.

11 As to the business of the Board

(1) Subject to this Act it shall be the duty of the Board to manage and control the affairs of the Institute.

(2) Two members of the Board may at any time require the Secretary to summon a meeting of the Board.

(3) Until otherwise determined by the Board four members of the Board shall constitute a quorum.
(4) The members of the Board from time to time holding office may act notwithstanding any vacancy in the membership of the Board unless there are insufficient members of the Board to constitute a quorum, in which case the members of the Board may act for the purpose of increasing the membership of the Board so as to enable a quorum to be formed but for no other purpose.

(5) The President or in his absence the Vice-President shall be entitled to take the chair at such meetings of the Board as he shall attend but otherwise the members of the Board present shall choose someone of their number to be chairman at a meeting of the Board.

(6) Questions arising at any meeting of the Board shall be decided by a majority of the members present and voting each member of the Board being entitled to one vote, and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote.

(7) Subject to this section, the Board may regulate its own procedure.

12 Resolution in writing

A resolution in writing signed by all the members of the Board for the time being in the Commonwealth of Australia (not being less than a quorum) shall be as effective as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the members of the Board.

13 Director of the Institute

(1) The Board shall appoint a Director of the Institute and may appoint a Deputy-Director or Assistant Directors of the Institute upon such terms and conditions as it thinks fit.
(2) The Director shall, subject to the direction of the Board, be responsible for implementing the scientific and administrative policy of the Board.

(3) Whenever the person who is for the time being the Director for any reason ceases or is about to cease to hold office as such the Board shall appoint a suitable person as successor to become Director.

(4) At the commencement of this Act Paul Ivan Korner shall be deemed to have been appointed Director pursuant to this section.

14 Honorary Treasurer

(1) The Treasurer of the Hospital or such other person as the Board may from time to time appoint shall be Honorary Treasurer of the Board.

(2) The Honorary Treasurer shall examine and certify the correctness of all accounts before they are submitted to the Board but no payment shall be made except by authority of the Board.

(3) The Honorary Treasurer shall at each annual general meeting of the Institute furnish a statement of the receipts and expenditure of the Institute duly audited by such auditors as the Board appoints.

15 Accounts of the Institute

(1) The Board shall cause proper accounts to be kept with respect to—

(a) each sum of money received or expended by the Institute;

(b) all sales and purchases of real and personal property by the Institute; and

(c) the assets and liabilities of the Institute.
(2) The accounts shall be kept at such place or places as the Board thinks fit and shall be open to the inspection of members of the Institute during normal working hours.

(3) Once at least in every year the accounts of the Institute shall be examined by an auditor or auditors appointed by the Board from time to time and such auditor or auditors shall report on such accounts to the Board and the members of the Institute.

16 Annual general meeting

(1) An annual general meeting of the Institute shall be held once in every calendar year at such time and at such place in the State of Victoria as may be determined by the Board.

(2) The business of the annual general meeting shall be to receive and consider the statement of receipts and expenditure of the Institute together with a report by the auditors of the Institute thereon and a report by the Board on the work of the Institute.

17 Notice of annual general meeting

(1) Fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of the annual general meeting shall be given in such manner as may be determined by the Board to all members of the Institute.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member of the Institute shall not invalidate the proceedings at any annual general meeting.
(3) For the purpose of securing the widest participation in the activities of the Institute and to promote its objects the Board may from time to time invite any person or group of persons to attend any annual general meeting and may allow the persons to participate in discussions but not to vote.

18 Annual general meeting procedure

(1) The President and in his absence the Vice-President and in the absence of the President and Vice-President a member of the Board shall be entitled to take the chair at an annual general meeting.

(2) Five members of the Institute shall constitute a quorum at any annual general meeting.

(3) The chairman may with the consent of any annual general meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(4) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(5) At any annual general meeting a resolution put to the vote at the meeting shall be decided by a majority of the members present and voting.

(6) A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
(7) In the case of an equality of votes at an annual general meeting the Chairman shall have a second or casting vote.

(8) Each member of the Institute shall be entitled to attend any annual general meeting of the Institute and to vote.

19 Subscribers

(1) The Board may invite subscriptions and may accept or refuse any subscription tendered.

(2) Upon acceptance of a subscription the Board shall enrol the subscriber as such.

(3) The subscribers of the Institute shall be entitled to receive a copy of the annual report of the work of the Institute during the year in which the subscription is tendered and shall enjoy such further privileges as may from time to time be determined by the Board.

20 Winding up

(1) If at any time the members of the Institute consider it expedient to wind up the Institute—

(a) the Board may submit to the Governor in Council under the seal of the Institute a scheme for winding up the Institute;

(b) the Governor in Council, if he is satisfied that the scheme makes proper provision for—

(i) the discharge of the debts and liabilities of the Institute;

(ii) the disposition or disposal of its property;

(iii) the transfer to another trustee or trustees of any property held by the Institute on trust pursuant to the provisions of this Act or otherwise;
(iv) the ultimate dissolution of the Institute; and

(v) any other matters which the Governor in Council considers necessary or proper to be provided for—

may by order published in the Government Gazette sanction the scheme; and

(c) upon publication of the order the scheme shall thereupon come into operation to take effect as if enacted in this Act.

(2) The Governor in Council may from time to time upon application by the Institute by order published in the Government Gazette sanction any amendment of the scheme which he thinks proper and upon publication of such order the scheme shall be deemed to be amended accordingly.

(3) Upon the completion of the winding-up of the Institute in the manner prescribed by a scheme under this section the Institute shall be deemed to be dissolved.
ENDNOTES

1. General Information

2. **Table of Amendments**

This Version incorporates amendments made to the **Baker Medical Research Institute Act 1980** by Acts and subordinate instruments.

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**Medical Practice Act 1994, No. 23/1994**

- **Assent Date:** 17.5.94
- **Commencement Date:** Ss 1, 2 on 17.5.94; s. 2(1); rest of Act on 1.7.94; Government Gazette 23.6.94 p. 1672
- **Current State:** All of Act in operation

**Statute Law Revision Act 2000, No. 74/2000**

- **Assent Date:** 21.11.00
- **Commencement Date:** S. 3(Sch. 1 item 11) on 22.11.00: s. 2(1)
- **Current State:** This information relates only to the provision/s amending the **Baker Medical Research Institute Act 1980**
3. **Explanatory Details**

No entries at date of publication.