

INSTITUTE FOR THE STUDY OF MAN AND SOCIETY INCORPORATION

No. 35 of 1968

An Ordinance to provide for the incorporation of the Institute known as The Institute for the Study of Man and Society.

1. This Ordinance may be cited as the *Institute for the Study of Man and Society Incorporation Ordinance 1968*.^{*} Short title.

2. This Ordinance shall be administered by the Attorney-General. Administration.

3. In this Ordinance— Definitions.
 - “the Institute” means The Institute for the Study of Man and Society as constituted under that name by the next succeeding section;
 - “the unincorporated institute” means the unincorporated body a copy of the constitution of which is set out in the First Schedule to this Ordinance.

- 4.—(1.) The unincorporated institute is by this Ordinance constituted a body corporate with perpetual succession under the name of “The Institute for the Study of Man and Society”. Incorporation of the Institute.
 - (2.) The Institute—
 - (a) shall have a common seal;
 - (b) is capable of acquiring, holding and disposing of or otherwise dealing with real and personal property;
 - (c) may enter into contracts; and
 - (d) may sue and be sued in its corporate name.
 - (3.) All courts, judges and persons acting judicially shall take judicial notice of the common seal of the Institute affixed to a document and shall presume that it was duly affixed.

- 5.—(1.) Subject to the next succeeding sub-section, the Constitution of the Institute shall be the constitution of the unincorporated institute (being the constitution a copy of which is set out in the First Schedule to this Ordinance) modified in the manner set out in the Second Schedule to this Ordinance. Constitution of the Institute.
 - (2.) If, in pursuance of clause 33 of the Constitution of the Institute, it is amended, the Constitution of the Institute shall be the Constitution as so amended.

^{*} Made on 19 December 1968; notified in the *Commonwealth Gazette* and commenced on 20 December 1968.

Amendments of
Constitution to
be made
available, &c.

6. If the Constitution of the Institute is amended—

- (a) a copy of the amendment shall be forwarded forthwith to the Attorney-General;
- (b) a copy of the amendment shall be available for inspection at the office of the Institute at Canberra during the hours when the office is open to the public; and
- (c) the production of a copy of the amendment under the common seal of the Institute shall, in all proceedings, be sufficient evidence of the amendment.

Property to
vest in
Institute.

7. On and from the date of commencement of this Ordinance, any property held by a person, whether in trust or otherwise, for or on behalf of the unincorporated institute is, subject to any charge or liability affecting the property, vested in the Institute.

Independence
of the
Institute.

8. Notwithstanding its incorporation by this Ordinance, the Institute shall not be, and shall not be regarded as being, for any purpose, the servant or agent of the Commonwealth.

Service of
documents.

9. A notice, process or other document may be served on or given to the Institute—

- (a) by leaving it at the office of the Institute at Canberra with some person apparently in the service of the Institute; or
- (b) by sending it by registered post to the Institute at that office.

THE SCHEDULES

FIRST SCHEDULE

Sections 3 and 5.

CONSTITUTION OF

THE INSTITUTE FOR THE STUDY OF MAN AND SOCIETY

Definitions

1. In this Constitution and in the rules, unless the contrary intention appears—
- “the Chairman” means the Chairman of the Council;
 - “the Council” means the Council of the Institute;
 - “the Director of Studies” means the Director of Studies of the Institute;
 - “the Executive” means the Executive of the Council;
 - “the Institute” means the Institute for the Study of Man and Society;
 - “the rules” means the rules made by the Institute under this Constitution;
 - “the Vice-Chairman” means the Vice-Chairman of the Council.

Name

2. The name of the Institute is “The Institute for the Study of Man and Society”.

Objects

3. The objects of the Institute are—
- (a) to promote the understanding of the nature of society and the several roles and responsibilities of man in society;
 - (b) to advance the study of specific issues relating to all aspects of living and working together, the nature of society and of personal and corporate responsibilities;
 - (c) to bring together people of different backgrounds, views and interests for the interchange of ideas and the examination of differing points of view;

FIRST SCHEDULE—*continued*

- (d) to provide courses of instruction, study and research for the purpose of—
- (i) promoting in the public generally an understanding of the nature of society and of personal and corporate responsibility;
 - (ii) widening the field of social concern of persons beyond that normally provided by their vocational training and experience;
 - (iii) offering training in methods and uses of personal counselling to persons whose vocation requires them to undertake such work but whose normal qualifying course does not include that training; and
 - (iv) promoting the understanding of the nature of social problems arising from technological development;
- (e) to provide means to foster an understanding of the nature and responsibility of Australian society both in relation to the world community and in relation particularly to the Asian and Pacific regions; and
- (f) to erect a residential college in Canberra for the better carrying out of the foregoing objects.

Membership

4. (1) The members of the Institute are—
- (a) the persons who from time to time hold office as members of the Commission of Australian Frontier Incorporated;
 - (b) the persons who from time to time hold office as Counsellors of Australian Frontier Incorporated;
 - (c) the persons who from time to time hold office as members of the Council and who are not members of the Institute; and
 - (d) the persons who are elected to membership of the Institute in pursuance of the next succeeding sub-clause.

(2) The Institute may, at any annual general meeting of the Institute, elect a person or persons to membership of the Institute, but no more than five persons in all may be elected to membership.

Management of the Institute

5. The management and control of the Institute is vested in a Council.

Constitution of Council

6. (1) The Council shall consist of—
- (a) the persons who for the time being hold the following offices:—
 - (i) The Chairman of the Commission of Australian Frontier Incorporated;
 - (ii) The Director of Australian Frontier Incorporated;
 - (iii) the Chairman of the Research Committee of Australian Frontier Incorporated; and
 - (iv) the Director of Studies;
 - (b) two persons who are members of the Parliament of the Commonwealth of Australia appointed by the Council;
 - (c) two persons appointed by the Australian National University;
 - (d) four persons appointed by Australian Frontier Incorporated;
 - (e) two persons, not being persons referred to in the last preceding paragraph, appointed by the persons holding office as Counsellors of Australian Frontier Incorporated;
 - (f) one person appointed by the National Library of Australia; and
 - (g) such other persons, not exceeding five in number, as are appointed by the Council, being persons who, in the opinion of the Council, are able by their knowledge and experience to assist in the advancement and development of the Institute.
- (2) A person elected to the Council under paragraph (g) of the last preceding sub-clause may, but need not, be a member of the Institute.

Tenure of Office

7. The members of the Council, other than the members referred to in paragraph (a) of the last preceding clause, shall hold office, subject to this Constitution, for the following periods, respectively:—

- (a) in the case of a member referred to in paragraph (b)—for the period for which he is appointed by the Council, not being a period exceeding four years;

FIRST SCHEDULE—continued

- (b) in the case of a member referred to in paragraph (c), (d) or (e)—four years except in the case of the members first appointed when the following shall be the respective terms of office:—
- (i) in the case of the members referred to in paragraph (c)—one person shall be appointed for two years and one person shall be appointed for four years;
 - (ii) in the case of the members referred to in paragraph (d)—one person shall be appointed for one year, one person shall be appointed for two years, one person shall be appointed for three years and one person shall be appointed for four years; and
 - (iii) in the case of the members referred to in paragraph (e)—one person shall be appointed for two years and one person shall be appointed for four years;
- (c) in the case of the member referred to in paragraph (f)—four years; and
- (d) in the case of a member referred to in paragraph (g)—for the period for which he is appointed by the Council, not being a period exceeding four years.

Vacation of Office

8. (1) If a member of the Council other than a member referred to in paragraph (a) of clause 6—

- (a) dies;
- (b) declines to act;
- (c) resigns his office;
- (d) is absent without leave of the Council from three consecutive meetings of the Council;
- (e) in the case of a member referred to in paragraph (b) of clause 6, ceases to be a member of the Parliament;
- (f) becomes bankrupt or insolvent or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors; or
- (g) becomes permanently incapable of performing the duties of a member of the Council,

his office as a member of the Council becomes vacant.

(2) In the event of the office of a member of the Council so becoming vacant, a person shall be appointed to the vacant office by the body that, or the persons who, appointed the member whose office has become vacant.

(3) A person so appointed shall, subject to this Constitution, hold office for the remainder of the term of office of the member whose office became vacant.

Failure of Body to appoint Member to Council

9. (1) A reference in this clause to a body referred to in clause 6 shall be read as including a reference to the Counsellors of Australian Frontier Incorporated.

(2) If a body referred to in clause 6 fails for a period exceeding three months after a request in writing has been made to it by the Council to appoint a person to the Council in pursuance of clause 6 or clause 8, the right of that body to appoint that member lapses.

(3) Nothing in the last preceding sub-clause affects the right of such a body to appoint other members to the Council whenever entitled to do so by this Constitution.

(4) The Council may, if it thinks fit, extend the period within which such a body may appoint a member to the Council.

(5) Where such a body fails to appoint a member to the Council, the Council may appoint a person to the vacant position on the Council and the person so appointed shall hold office for the remainder of the term for which the person had he been appointed by that body would have held office.

(6) In making an appointment in pursuance of this clause, the Council shall use its best endeavours to appoint a person of like vocation and qualifications as would have been appointed by the body that failed to make that appointment.

Chairman of the Council

10. (1) Subject to the next succeeding sub-clause, the Chairman of the Commission of Australian Frontier Incorporated shall be the Chairman of the Council.

(2) The Council may at any time determine that the last preceding sub-clause ceases to apply and in such a case the Chairman shall be appointed by the Council from among its members.

(3) A member appointed to be the Chairman in pursuance of the last preceding sub-clause shall hold that office for such period and on such conditions as the Council determines.

FIRST SCHEDULE—continued*Vice-Chairman of the Council*

11. (1) The Council shall appoint a member of the Council to be the Vice-Chairman.
- (2) The member appointed to be the Vice-Chairman in pursuance of the last preceding sub-clause shall hold that office for such period and on such conditions as the Council determines.

When Council to Function

12. The first Council to be established in pursuance of this Constitution shall be empowered to function on the appointment of the members referred to in paragraphs (d) and (e) of clause 6 but the remaining members of the Council shall be appointed in accordance with the provisions of this Constitution not more than twelve months after the date on which the Council so commences to function.

Meetings of the Council

13. (1) The Chairman shall convene meetings of the Council at such intervals as he considers necessary for the proper carrying out of the functions of the Council and shall convene at least one such meeting in every period of twelve months.

(2) The Chairman shall convene a meeting of the Council on receipt of a request in writing from at least three members of the Council.

(3) At a meeting of the Council—

- (a) the Chairman, or, in his absence, the Vice-Chairman, or in the absence of both the Chairman and the Vice-Chairman, a member of the Council appointed by the members of the Council present, shall preside;
- (b) six members of the Council constitute a quorum;
- (c) all matters arising at the meeting shall be decided by a majority of the votes of the members present and voting on the matter; and
- (d) the person presiding has a deliberative vote and, in the event of an equality of votes, also has a casting vote.

Executive of the Council

14. (1) There shall be an Executive Committee of the Council comprising—

- (a) the Chairman;
- (b) the Vice-Chairman;
- (c) the Director of Australian Frontier Incorporated;
- (d) the Director of Studies; and
- (e) three other members of the Council appointed by the Council.

(2) The Executive shall have such powers and perform such functions as the Council from time to time determines.

(3) The Executive may regulate its own procedure.

Powers of the Council

15. The Council has power—

- (a) to conduct the affairs of the Institute;
- (b) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property that it considers necessary or convenient for any of the purposes of the Institute;
- (c) to construct, alter and maintain any buildings or premises necessary or convenient for any purposes of the Institute;
- (d) to receive gifts of any real or personal property on such terms and subject to such conditions as the Council thinks fit;
- (e) to take such steps as it from time to time considers appropriate for the purpose of procuring contributions to the funds of the Institute whether by way of donation, annual subscription or otherwise;
- (f) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute;
- (g) to borrow or raise money in such manner and upon such security (if any) as it thinks fit;
- (h) to invest any moneys of the Institute not immediately required for any of its objects in such a manner as it thinks fit;
- (i) to establish such courses of study as will enable the objects of the Institute to be best attained;
- (j) to appoint staff and to determine the terms and conditions of employment of such staff;
- (k) to provide and maintain such libraries and associated facilities as are necessary for carrying out the objects of the Institute;
- (l) to award scholarships of such amount and value, and tenable upon such conditions, as it thinks fit; and

FIRST SCHEDULE—*continued*

(m) to do all other things as are necessary and convenient for the attainment of the objects of the Institute.

Appointment of Committees

16. (1) The Council may appoint a committee or committees consisting of members of the Council with or without other persons.

(2) The Council shall not appoint a committee that does not include at least one member of the Council, one member of the Institute or one officer of the Institute.

Delegation of Powers of Council

17. (1) The Council may, by resolution, either generally or otherwise as provided in the resolution, delegate to a committee appointed under the last preceding clause, to a member of the Council or to a member or an officer of the Institute all or any of its powers except this power of delegation.

(2) A power so delegated shall be exercised by the delegate in accordance with the terms of the resolution.

(3) A power delegated under this section is revocable by resolution of the Council and does not prevent the exercise of the power by the Council.

Payment of Council Members

18. A member of the Council shall not be entitled to any remuneration in respect of his services as a member of the Council.

Secretary

19. (1) There shall be a Secretary of the Institute who shall be appointed by the Council.

(2) The person appointed to be Secretary may, but need not, be a member of the Council.

(3) The Secretary shall have such powers, and shall carry out such functions, as are prescribed by the rules.

Treasurer

20. (1) There shall be a Treasurer of the Institute who shall be appointed by the Council.

(2) The person appointed to be Treasurer may, but need not, be a member of the Council.

(3) The Treasurer shall have such powers, and shall carry out such functions, as are prescribed by the rules.

Director of Studies

21. (1) There shall be a Director of Studies of the Institute who shall be appointed by the Council.

(2) The Director of Studies shall have such powers, and shall perform such functions, as are prescribed by the rules.

Finances of Institute

22. (1) The moneys of the Institute shall be applied solely for the purpose of attaining the objects of the Institute.

(2) The Council shall keep or cause to be kept, proper books, accounts and records of the financial transactions and affairs of the Institute.

(3) The Council shall ensure that all payments out of the moneys of the Institute are correctly made and authorized.

(4) The Council shall arrange for the books, accounts and records of the Institute to be audited at least once in each year by a properly qualified auditor.

Property of Institute to be vested in Trustees

23. (1) All property and moneys belonging to the Institute are vested jointly in the Chairman, the Vice-Chairman and one other member of the Council appointed by the Council to be held on trust for the purposes of the Institute and in the event of the dissolution of the Institute to be paid in accordance with clause 34 of this Constitution.

(2) The Trustees shall deal with or invest the property and moneys of the Institute in such manner as the Council directs.

Bank Accounts

24. (1) The trustees of the Institute shall maintain in the name, and on behalf, of the Institute an account or accounts at such bank or banks as the Council determines and shall pay all moneys received by them on behalf of the Institute into such an account.

(2) Moneys shall not be drawn from an account of the Institute except by cheque signed by any two persons included among the following persons:—

(a) the trustees of the Institute; and

(b) three members of the Council appointed by the Council for that purpose.

General Meetings

25. (1) There shall be an annual general meeting of the Institute and such other general meetings as the Council determines.

FIRST SCHEDULE—continued

(2) A general meeting of the Institute shall be convened in accordance with the rules.

(3) At each annual general meeting of the Institute, the Chairman shall present a report of the activities of the Institute during the previous year and a report, together with the auditor's statements, on the finances of the Institute during that year and the meeting shall consider those reports and statements and may consider any other matters relating to the affairs of the Institute.

Special General Meetings

26. (1) A special general meeting of the Institute may be convened at any time in accordance with the rules.

(2) The rules shall provide for the matters that are to be considered at any such general meeting.

Presiding Officer, Procedure etc., at General Meeting

27. (1) The Chairman, or in his absence the Vice-Chairman, or, in the absence of both the Chairman and the Vice-Chairman, a member of the Institute elected by the members present, shall preside at a general meeting of the Institute.

(2) The quorum at general meetings of the Institute shall be one-third of the members.

(3) The procedure to be followed at such meetings, the right to vote and the manner of voting at such meetings shall be as prescribed by the rules.

Re-appointment, etc., of Persons

28. A person who is holding, or who has held, an office under this Constitution and who is otherwise capable of holding that office may be re-appointed or re-elected to that office.

Expulsion of Members of the Institute

29. (1) Where a member is guilty of conduct which in the opinion of the Council is detrimental to the interests or contrary to the objects of the Institute, the Council may expel him from membership of the Institute or suspend him from membership for such period as the Council thinks fit.

(2) A person who is suspended from membership shall, while he is so suspended, be deemed not to be a member of the Institute.

(3) The Council shall not expel or suspend a person from membership of the Institute unless that person has been given an opportunity of appearing before the Council and showing cause why he should not be expelled or suspended.

Validation of certain Acts

30. (1) No act done or proceeding taken by a person or body acting under or in pursuance of this Constitution shall be invalid by reason only of—

- (a) a defect in the appointment or election of that person or a member of that body;
- (b) that person or a member of that body being disqualified by this Constitution from so acting or from taking part in any proceedings;
- (c) a failure to comply with the requirements for the convening of a meeting of that body; or
- (d) there being a vacancy or vacancies in the membership of that body.

(2) In this clause, "body" includes the Council.

No Religious Test

31. No religious test shall be administered to any person to entitle him to attend the Institute or to hold any office in the Institute or to enjoy any privilege, advantage or benefit of the Institute.

Rules

32. The Council may make rules, not inconsistent with this Constitution, prescribing all matters which by this Constitution are required or permitted to be prescribed or which are necessary or convenient to be prescribed for giving effect to this Constitution and to the objects of the Institute and, without limiting the generality of the foregoing, may make rules for and in relation to—

- (a) the manner in which meetings of the Council are to be convened;
- (b) the manner of resignation of members of the Council;
- (c) the granting of diplomas and certificates;
- (d) the granting of fellowships, scholarships, exhibitions, bursaries and prizes;
- (e) the fees to be paid for attendance at lectures and classes and for the use of the facilities of the Institute, for the granting of diplomas and certificates and for examinations;
- (f) the provision of benefits by way of superannuation or otherwise for officers of the Institute and their families;
- (g) the admission, resignation, suspension and expulsion of members of the Institute; and
- (h) the classes of membership of the Institute;

FIRST SCHEDULE—continued
 Amendment of the Constitution

33. This Constitution may be amended by a resolution passed at a general meeting of the Institute by a majority of the members of the Institute being a resolution of which all members of the Institute have been given at least fourteen days notice.

Dissolution of Institute

34. (1) The Institute shall not be dissolved except as provided by the rules.
 (2) If the Institute is dissolved, all property belonging to the Institute shall be realised and the moneys remaining after all liabilities of the Institute have been discharged shall be paid to Australian Frontier Incorporated.

SECOND SCHEDULE

Section 5.

MODIFICATION OF THE CONSTITUTION OF THE UNINCORPORATED ASSOCIATION

Clause	Modification
Clause 23	Omit.
Clause 24	Omit.
Clause 32	Omit from paragraph (g) " and " (second occurring). Add at the end thereof the following word and paragraph:— " ; and (i) the use of, manner of fixing, and custody of, the common seal of the Institute."
Clause 34	Omit.