

[Act 1998 No 6]



New South Wales

Royal Institute for Deaf and Blind Children Bill 1998

Explanatory note

This explanatory note relates to this Bill as introduced into Parliament.

Overview of Bill

The objects of this Bill are as follows:

- (a) to repeal, and re-enact and update certain provisions of, the *Royal New South Wales Institute for Deaf and Blind Children Act 1905* and to repeal other related Acts,
 - (b) to change the name of the Royal New South Wales Institute for Deaf and Blind Children to the Royal Institute for Deaf and Blind Children,
 - (c) to provide for the continuation of the Institute as a corporation run by a board of management,
 - (d) to provide for the election of board members and the procedure of board meetings.
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Outline of provisions

Part 1 Preliminary

Clause 1 sets out the name (also called the short title) of the proposed Act.

Clause 2 provides for the commencement of the proposed Act on a day to be appointed by proclamation.

Clause 3 defines certain words and expressions used in the proposed Act.

Part 2 Royal Institute for Deaf and Blind Children

Clause 4 provides for the continuation of the Royal New South Wales Institute for Deaf and Blind Children established under the 1905 Act as a body corporate with the name Royal Institute for Deaf and Blind Children on the repeal of the 1905 Act.

Clause 5 provides that the Institute is not, and does not represent, the Crown.

Clause 6 sets out the principal object of the Institute. This is the advancement in life to the greatest extent practicable of deaf and blind children. The Institute is not to carry out its activities for the purpose of private gain.

Clause 7 provides that the members of the Institute are those persons who are admitted to membership in accordance with the by-laws. A register of members, containing details as prescribed by the by-laws, is to be kept by the Institute.

Clause 8 provides that the Board is to call an annual general meeting of the Institute as soon as practicable after the completion of the financial year of the Institute. The financial year of the Institute is determined in accordance with clause 17. The Institute is to elect the Board at the annual general meeting. The quorum for the annual general meeting is 10 members.

Clause 9 provides that either the Board or the members can call a special meeting subject to certain requirements.

Part 3 The Board

Clause 10 provides that the Board is to consist of no more than 15 directors who are members of the Institute. The Board is to have control of the Institute's affairs subject to any by-laws. Clause 10 also gives effect to Schedules 1 and 2 which contain provisions relating to the directors and procedure of the Board.

Clause 11 provides that the Board can delegate any of its functions (other than the power of delegation) to an authorised person. A delegate may subdelegate to an authorised person if the Board has given its written consent. *Authorised person* is defined as a member of the staff of the Institute, or any other person or persons within a class of persons prescribed by the by-laws.

Clause 12 describes the investment powers of the Board.

Clause 13 provides that a person who, in good faith, exercises a duty of that person's office is to be indemnified against any expenses or liabilities incurred in relation to exercising that duty, including any legal costs and disbursements. The Board may take out insurance to cover such liabilities.

Clause 14 provides for the establishment of committees and subcommittees by the Board for the purpose of assisting the Board in exercising its functions.

Part 4 Property of Institute

Clause 15 provides that the Institute has the power to deal with property in accordance with its objects.

Clause 16 enables the Institute to accept gifts for the purposes of the Act and to carry out any conditions attached to the gifts.

Part 5 Miscellaneous

Clause 17 states that the financial year for the Institute is the year commencing 1 July, or as prescribed by the by-laws.

Clause 18 provides that Part 5.7 of the *Corporations Law* applies to the winding up of the Institute, subject to certain adaptations.

Clause 19 provides that the Board may make by-laws for the purposes of the proposed Act.

Clause 20 empowers the making of regulations for the purposes of the proposed Act.

Clause 21 repeals certain Acts.

Clause 22 gives effect to Schedule 3 which contains savings and transitional provisions.

Schedule 1 Provisions relating to directors

Schedule 1 contains provisions relating to the directors, including terms of office, vacation of office and retirement of directors.

Schedule 2 Provisions relating to procedure of Board

Schedule 2 contains provisions relating to the procedure of the Board, including voting and quorum for meetings.

Schedule 3 Savings and transitional provisions

Schedule 3 contains savings and transitional provisions providing for the following matters:

- the continuation of members, life members and life governors under the 1905 Act
- the continuation of the offices of President, Vice President, treasurer, secretary and director under the 1905 Act
- the continuation of staff appointed under the 1905 Act
- the continuation of by-laws