
Rules
OF
McGarvie Smith Institute

Made under the Authority
of McGarvie, Smith Institute
Incorporation Act, 1928.

CAPE, KENT & OSBORNE,
Solicitors,
SYDNEY.

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McGarvie Smith Institute

Incorporation Act, 1928

RULES

(1).—In these rules unless there is something in the subject or context inconsistent therewith:

“Act means the *“McGarvie Smith Institute Incorporation Act 1928.”*

“Office” means the office of the Secretary for the time being to the body corporate.

“Month” means calendar month.

“Year” means calendar year.

“In writing” or “written” include printing lithography and other modes of reproducing or representing words in a visible form.

“Chairman” means the Chairman for the time being of the Trustees of the body corporate.

“Resolution” means a resolution of the majority of the Trustees present at any meeting duly convened and includes a resolution in writing signed by all the Trustees.

“The Seal” means the Common Seal of the body corporate.

“Auditor” means the auditor for the time being of the body corporate.

“Secretary” means the Secretary for the time being of the body corporate and includes Acting Secretary.

Words importing the masculine gender include the feminine gender.

Words importing the singular number include the plural number and *vice versa*.

Words importing persons include corporations.

(2).—The Trustees may meet together for the despatch of business adjourn and otherwise regulate their meetings and place thereof and proceedings as they think fit. Three Trustees shall be a quorum.

(3).—The Chairman may from time to time convene a meeting of the Trustees and any two trustees may from time to time convene a meeting of the Trustees and the Secretary shall at any time upon the request of the Chairman or any two trustees and as and when required by Rule 4 convene a meeting of the Trustees.

(4).—The Trustees shall meet at least once a year for the purpose of receiving the report and balance sheet required by Rule 16 hereof and in the event of the Trustees failing themselves to convene or arrange such meeting it shall be the duty of the Secretary to call the same.

(5).—Questions arising at any meeting shall be decided by a majority of votes and each trustee present shall have one vote and in the event of an equality of votes the Chairman shall not have a second or casting vote.

(6).—At least three days' notice shall be given to a Trustee of any meeting of Trustees and the day of service shall but the day on which such meeting will be held shall not be counted in such number of days.

(7).—The Chairman shall preside at all meetings at which he is present or if at such meetings the Chairman be not present within five minutes after the time appointed for holding the same the Trustees present shall choose some one of their number to act as Chairman of such meeting and the trustee so chosen shall preside at such meeting accordingly. In the event of dispute the Chairman shall be chosen by lot.

(8).—A Resolution in writing signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly called and constituted.

(9).—The officers of the body corporate shall consist of Secretary, Auditor and such others as the Trustees may from time to time determine and such officers may be removed and replaced by the Trustees at their discretion.

(10).—The Trustees shall cause Minutes to be duly entered in books provided for the purpose:—

- (a) Of all appointments of Officers,
- (b) Of the names of the Trustees present at each meeting.
- (c) Of all orders resolutions and proceedings of meetings of the Trustees.

(11).—No Trustee or Officer of the body corporate shall enter into make or complete any contract for or on behalf of the body corporate which may involve it in any liability for or beyond the sum of fifty pounds without the previous consent and authority of the Trustees and the Trustees shall determine who shall be entitled to sign and/or endorse on behalf of the body corporate bills notes acceptances cheques and other negotiable instruments.

(12).—Each Trustee shall from time to time notify the Secretary in writing of his address for service of notices and documents and any notice or document may be served on a Trustee either personally

or by sending it through the post in a prepaid envelope or wrapper addressed to such trustee at his address contained in such notice and in the event of a trustee failing to notify the Secretary of his address as required by this Rule any notice or document may be served by posting the same in manner aforesaid to such trustee at his last known address in New South Wales.

(13).—Any Notice sent by post shall be deemed to have been served at the time when the envelope containing the same would be delivered in the ordinary course of post.

(14).—The accidental omission to give any notice of meeting to any Trustee and the non-receipt by any Trustee of any notice shall not invalidate the proceedings at any meeting.

(15).—The Trustees shall cause proper books of account to be kept of the transactions of the body corporate and of the assets credits and liabilities thereof and all other matters necessary to the full elucidation and disclosure of the transactions or affairs of the body corporate and such books of account shall be kept at the office or at such other place or places and under the authority of such person or persons as the trustees may from time to time determine. Receipts for all moneys may be given by the Chairman or such other person or persons as the Trustees may from time to time appoint.

(16).—Once in each year the Trustees shall have prepared and submitted to them at a meeting duly convened for the purpose a report of the activities of the body corporate and a profit and loss account and duly audited balance sheet and statement of its financial position containing a summary of the assets and liabilities of the body corporate made up to a date not more than four months before the meeting from the time when the last preceding account and balance sheet were made up to or in the case of the first account and balance sheet from the date of the creation of the body corporate. The said balance sheet statement and report shall after being considered by the trustees be presented to the Minister of Agriculture in accordance with the provisions of Section 16 of the Act.

(17).—A copy of such balance sheet shall not less than seven days previous to such meeting be served on each trustee.

(18).—Once at least in every year the accounts of the body corporate shall be examined and the correctness of the profit and loss account and balance sheet ascertained and certified to by the auditor to the body corporate.

(19).—Every auditor to the body corporate shall have a right of access at all reasonable times to the books accounts and vouchers of the body corporate and shall be entitled to require from the trustees and officers of the body corporate such information and explanations as may be necessary for the performance of his duties

and the auditor shall sign a certificate at the foot of the balance sheet stating whether in his opinion the balance sheet is properly drawn up so as to exhibit a true and correct view of the state of the affairs of the body corporate as shown by its books.

(20).—The Auditor shall be supplied with copies of the profit and loss account and balance sheet intended to be laid before the Trustees at any meeting at least fourteen days before the meeting to which the same are to be submitted and it shall be his duty to examine the same with the accounts and vouchers relating thereto and report to the Trustees in meeting thereon.

(21).—The funds of the body corporate may be invested in any of the following securities:—

- (a) Any public funds or Government stock or Government securities of the Commonwealth of Australia or any State thereof or the Dominion of New Zealand or Fiji.
- (b) Any Debentures or securities guaranteed by the Government of New South Wales.
- (c) Any Debentures or securities issued by the Municipal Council of Sydney or any Municipal or Shire Council in New South Wales.
- (d) Any public funds or Parliamentary stocks or Government securities of the United Kingdom.
- (e) First legal mortgage of the fee simple of land in New South Wales including mortgage of a conditional purchase under the Crown Lands Acts with respect to which a Certificate has been issued to the effect that all conditions attaching thereto except payment of the balance of the purchase money have been duly complied with.
- (f) Deposit in the Bank of New South Wales the Commercial Banking Company of Sydney Limited the Commonwealth Bank of Australia or in the Government Savings Bank of New South Wales.
- (g) Any of the stocks funds or securities for the time being authorised for the investment of cash under the control or subject to the order of the Supreme Court in its equitable Jurisdiction.

Amendments to the rules of the McGarvie Smith Institute

Clause (8): A Resolution in writing signed by all the Trustees shall be as valid & effectual as if it had been passed at a meeting of the Trustees duly called & constituted. **Resolutions may also be passed electronically by voting “yes” or “no” by email or facsimile transmission.**

Clause (12): Each Trustee shall from time to time notify the Secretary in writing of his address for service of notices and documents and any notice or document may be served on a Trustee either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such trustee at his address contained in such notice **or by electronic distribution (such as email or facsimile transmission)** and in the event of a trustee failing to notify the Secretary of his address as required by this Rule any notice or document may be served by posting, **emailing or faxing** the same in manner aforesaid to such trustee at his last known address in New South Wales.

Clause (13): Any Notice sent by post, **email or facsimile transmission** shall be deemed to have been served at the time when the envelope, **email or facsimile transmission** containing the same would be delivered in the ordinary course of post **or received in the inbox or facsimile machine of the Trustee.**

Clause (16): **“four months” shall be replaced by “six months”**

Clause 21 (h): **Any investments provided for under the Trustee Act 1925 (as amended)**