

Queensland Institute of Medical Research Bill 2025

Explanatory Notes

Short title

The short title of the Bill is the Queensland Institute of Medical Research Bill 2025 (Bill).

Policy objectives and the reasons for them

The Bill repeals and replaces the *Queensland Institute of Medical Research Act 1945* (Act).

The Act provides for the establishment of the Queensland Institute of Medical Research (Institute) and the Council of the Queensland Institute of Medical Research (Council). The Council is a statutory body established under the Act to control and manage the Institute.

The Institute was established for the purpose of initiating and conducting research across any branch of medical science, with a particular focus on diseases of significance to Queensland. Its research is directed toward improving the health and wellbeing of Queenslanders, and its achievements in this area have made it a leader in medical innovation.

Today, the Institute is home to approximately 1,000 scientists, support staff and students, and is globally recognised for its ground-breaking research in immunotherapy and genomics. It is also internationally renowned for its research into skin cancer, malaria and other mosquito-borne diseases, and the genetic risk factors associated with various cancers and mental health conditions.

The Act has been significantly amended during its nearly 80-year history, including the repeal of outdated provisions, and no longer meets the legislative expectations or governance standards appropriate for a modern, world-class research institution of the Institute's size and complexity.

The Act lacks essential governance provisions for the Council, including clearly defined functions, membership requirements and integrity safeguards. For example, it does not currently require members to declare material personal interests, nor does it provide a legislated power for the Minister to request criminal history reports for prospective or serving Council members. Additionally, there are no provisions allowing the Council or the Director of the Institute to delegate functions in appropriate circumstances, limiting administrative flexibility and responsiveness.

The Bill addresses these and other issues by repealing and replacing the outdated Act, and introducing a modernised legislative framework. It updates and consolidates existing provisions to align with contemporary legislative drafting practices, introduces new governance, procedural and operational frameworks and removes redundant provisions. These

reforms will improve clarity, enhance operational efficiency and embed principles of transparency and accountability throughout the Institute's governance structure.

The Bill will support the Institute's ability to attract funding, deliver impactful research and remain competitive in the medical research sector by:

- providing more equitable arrangements for the payment of commercialised incentive payments from the Council to persons who discover, invent, or make a significant contribution to the Council's intellectual property;
- creating an obligation for the Council to immediately notify the Minister of matters that raise significant concerns about the financial viability, administration, or management of the Institute or Council;
- allowing the Council or the Director to delegate their functions or powers to appropriately qualified staff of the Institute;
- creating a legislative mechanism for the Minister to undertake criminal history checks on current and prospective Council members, placing an obligation on Council members to disclose changes to their criminal history, and making it an offence if a person with access to criminal history information discloses it in a way not permitted under the Bill;
- allowing the Minister to appoint and remove Council members and prescribe the circumstances in which a person is disqualified from becoming or continuing as a Council member;
- providing for general meeting procedures and requiring Council members to declare any material personal interest in a matter being considered by the Council;
- allowing the Council to appoint an Acting Director for a period of not more than six months, with the possibility to extend for a further six months with the Minister's approval;
- clarifying requirements for dealing with property gifted, devised or bequeathed to the Institute; and
- making minor and technical amendments to improve the operation of the new Act.

Achievement of policy objectives

The Bill achieves the policy objectives by replacing the existing Act with a modern legislative framework that strengthens governance, improves transparency, and supports the ongoing effectiveness of the Institute as a leading medical research organisation.

The Institute and the Council

The Bill retains the Institute's core purpose of conducting research into any branch of medical science, while also updating this purpose to reflect the Institute's current focus on addressing health challenges of particular relevance to Queensland (clause 5). The existing governance structure, where the Institute is under the control and management of the Council, is also maintained.

The Bill provides for the continuation of the Council as a statutory body under the *Statutory Bodies Financial Arrangements Act 1982* and *Financial Accountability Act 2009* and a unit of public administration under section 20 of the *Crime and Corruption Act 2001* (clause 8). This status supports continued financial accountability, ethical oversight, and integrity.

To ensure the governance framework keeps pace with the Institute's operations, the Bill preserves the current functions of the Council and adds a new function relating to the commercialisation of intellectual property. This reflects the Council's existing practice and recognises commercialisation as a vital component of translating research into real-world health and economic outcomes by encouraging research through financial incentivisation. It also aligns the Council's statutory functions with those of comparable medical research organisations operating in a modern, innovation-driven environment.

Membership of Council

Membership numbers, appointment, removal and remuneration

The Bill refines the composition of the Council by providing that it is to consist of no more than nine members (clause 11(1)), streamlining governance while preserving the capacity for diverse expertise. This replaces the current requirement for a minimum of seven and a maximum of eleven members, and reflects the Council's current size.

To improve flexibility and responsiveness in governance, the Bill shifts responsibility for Council appointments and removals from the Governor in Council to the Minister. This change is designed to ensure that appointments are made in a timely manner, allowing the Council to remain competitive in attracting high-calibre members and keeping pace with the practices of non-government medical research organisations. Importantly, this approach maintains appropriate government oversight while allowing for more agile decision-making. Similarly, enabling the Minister to remove members ensures swift action where a member is no longer able to effectively discharge their duties.

To align with this updated appointment process, the Bill provides that Council member remuneration and allowances will be determined by the Minister, rather than the Governor in Council. This maintains appropriate oversight and ensures any remuneration decision is made subject to the whole-of-government policy *Remuneration procedures for part-time Chairs and Members of Queensland Government Bodies*.

To reflect the Council's broadened purpose, the Bill includes 'commercialisation of intellectual property' as an appropriate qualification for prospective Council members, ensuring the Council is well-equipped to support and guide research work (clause 11(2)(a)).

The Bill supports good governance practices by clearly prescribing the terms and conditions of appointment for Council members (clause 13). This includes specifying the duration of a Council member's appointment (clause 12), whether a Council member may be reappointed (clause 12), the maximum duration that a Council member may be reappointed (clause 12), and the circumstances when the office of a member becomes vacant (clause 15).

Criminal history and integrity

The Council is a large statutory body and registered charity. It is vital to the ongoing success of the Institute that the integrity of the Council and its members is maintained. The Bill strengthens existing safeguards by enhancing oversight of Council members' conduct and introduces clear, modern provisions to manage and address situations where a member's conduct falls short of expectations. This recognises the integral role of Council members in decision-making, and the need to promote public confidence by embedding safeguards and standards in legislation.

Currently, the Act provides a list of circumstances where a Council member's seat becomes vacant, including if the Council member is an undischarged bankrupt, absent from four consecutive meetings without permission, or is removed from office by the Governor in Council for misbehaviour or incapacity. However, the Act provides no further guidance on the circumstances that would constitute misbehaviour or incapacity, creating ambiguity and limiting the ability to take action where necessary.

The Bill addresses this by allowing the Minister to remove a Council member from office if the Minister is satisfied that the member has engaged in inappropriate or improper conduct, either in an official or private capacity, that reflects seriously and adversely on the Council or the Institute (clause 16). For example, a Council member may be removed if they consent to the Council borrowing funds in contravention of the Statutory Bodies Financial Arrangements Act. A member may also be removed if they are incapable of performing their functions, have neglected their responsibilities, or performed them incompetently, or have been absent from three consecutive Council meetings without permission and without reasonable excuse. These measures ensure there is a clear and transparent process for removing members who are no longer suitable to hold office and reflect best practice in public governance.

To further promote integrity of the Council, the Bill introduces new grounds of disqualification from Council membership (clause 17). These include being insolvent under administration or being disqualified from managing corporations under the *Corporations Act 2001* (Cth), failing to consent to the Minister requesting a report about the person's criminal history, a conviction of an indictable offence (other than a spent conviction), being a staff member of the Institute, or being a member of the Legislative Assembly.

The Bill enables the Minister to request a criminal history report from the Commissioner of Police for a current or prospective Council member, with the person's consent, to determine if a person is disqualified from becoming or continuing as a Council member (clause 18). This is a common provision in modern legislation establishing statutory bodies, and ensures the Minister is fully informed of any integrity issues that may affect the suitability of a person to serve on the Council. These criminal history requirements reinforce the expectation that Council members will act lawfully and ethically, and support robust oversight and accountability for those entrusted with the governance of the Institute.

The Bill also includes protections for the handling of criminal history information obtained, by making it an offence to disclose such information unless permitted under the legislation, with a maximum penalty of 100 penalty units (clause 20). The creation of this offence provides an important safeguard against the unauthorised disclosure of confidential personal information.

In addition, the Bill makes it an offence for Council members to fail to notify the Minister of certain conduct that may disqualify them from continuing as a Council member (clause 17). It provides that a Council member must immediately notify the Minister if they become insolvent (clause 17(2)), disqualified from managing corporations (clause 17(2)) or are charged with, or convicted of, an indictable offence (clause 19). These notification requirements are critical to maintaining transparency and integrity in governance. A failure to notify the Minister will attract a maximum penalty of 100 penalty units, which is consistent with similar offences in other legislation governing statutory bodies.

Meetings of Council

The Bill includes modern provisions to support the effective functioning and integrity of Council meetings. These include general meeting procedures and integrity measures, such as requirements for declaring material personal interests and informing the Minister about matters that may affect the financial viability, administration or management of the Institute or Council.

The Bill outlines how meetings are generally convened, and provides that the Council may hold meetings, or allow members to take part in meetings, using any reasonable technology, such as teleconferencing (clause 22). The Bill also protects decisions of the Council from being invalid on the basis of a vacancy in the membership of the Council or a defect or irregularity in the appointment of a Council member (clause 27).

Conflict of interest provisions

The Act does not prescribe conflict of interest procedures for Council meetings. The Bill addresses this by introducing modern conflict of interest requirements, consistent with good governance expectations for statutory bodies. It is essential that Council members do not vote on matters in which they have a material personal interest.

To promote integrity and transparency, the Bill requires Council members to disclose if they have a material personal interest in a matter to be considered by the Council that could conflict with the member's performance of their functions in relation to the consideration of the matter (clause 26). Where a member makes such a disclosure, they may continue to participate in discussion with the Council's agreement, but must not vote on the matter.

The Bill provides that a material personal interest arises where the member, or someone closely associated with them such as a family member or employee, could gain a benefit or suffer a loss depending on the outcome of the Council's decision. The Bill also addresses how this information is to be recorded and dealt with by the Council.

To ensure the validity of decisions made by the Council, the Bill provides that any failure to declare a conflict of interest does not, of itself, invalidate a decision of the Council.

Notification requirements

Recognising the Council's accountability to the Minister, the Bill requires the Council to notify the Minister immediately of any matter that may significantly affect the financial viability, administration, or management of the Institute or the Council (clause 29). This requirement aligns with modern legislation establishing statutory bodies and ensures the Minister is promptly informed of serious issues. An example of a situation could include a legal proceeding against the Institute that may result in the payment of significant damages or legal costs.

Subcommittees

The Act allows the Council to form advisory committees to advise the Council on matters within the scope of the Council's functions. The Bill similarly enables the Council to establish subcommittees to help it perform its functions (clause 31). The term 'subcommittee' is used instead of 'advisory committee' to reflect that the role of these bodies may extend beyond advisory functions.

When establishing a subcommittee, the Council may decide matters such as the subcommittee's functions, terms of reference, number of persons appointed, qualifications for membership,

frequency of meetings, and other matters necessary or convenient to be done by the subcommittee in performing its functions (clause 31(2)).

While the Act prescribes that advisory committee members are paid fees and allowances as approved by Governor in Council, the Bill modernises this by allowing the Minister to decide the remuneration and allowances for subcommittee members (clause 31(4)). This is consistent with the Bill's broader approach to Council member appointments and is subject to the Queensland Government's *Remuneration procedures for part-time Chairs and Members of Queensland Government Bodies*.

To further support good governance and continuity, the Bill protects decisions of a subcommittee from being invalid if there is a vacancy in the membership of the subcommittee or a defect or irregularity in the appointment of a subcommittee member (clause 32).

The Bill includes a transitional provision which provides that an advisory committee formed under the Act, is taken to be a subcommittee on the commencement of the new Act (clause 51). Further, the Bill provides that a person who was a member of an advisory committee is taken to be appointed as a member of the subcommittee on the commencement of the new Act (clause 51) with the fees and allowances approved by the Governor in Council under the Act to also continue under the new Act.

Institute Director and Deputy Director

The Bill provides for the appointment of both a Director of the Institute (clause 33) and an Acting Director (clause 38), as well as general provisions for the Director role, such as the term (clause 34), responsibilities (clause 35) and conditions of appointment such as remuneration and allowances (clause 36).

Under the Act, the Director is appointed by the Governor in Council, which also determines the conditions of their appointment. The Director is responsible for the research work conducted by the Institute and must have both a scientific and an executive leadership background. As limited candidates are suitable for this role, recruitment can be complex with appointees often relocating from interstate or international locations.

To support more timely and competitive recruitment, the Bill transfers responsibility for appointing the Director to the Council, with appointments subject to Ministerial approval (clause 33). The Council will also determine the Director's conditions of appointment subject to Ministerial approval (clause 36). This modernised approach maintains appropriate government oversight while aligning with best practice in the governance of non-government medical research organisations.

To ensure the integrity of the role, the Bill provides that a person may only be appointed as the Director if they are appropriately qualified, not an insolvent under administration and have not been convicted of an indictable offence, other than a spent conviction (clause 33). In addition, the Bill also imposes a requirement for the Director to immediately disclose to the Council if they become an insolvent under administration or are charged with or convicted of an indictable offence during their term (clause 37). Failure to notify the Council without reasonable excuse is an offence carrying a maximum penalty of 100 penalty units, consistent with similar offences in other legislation establishing statutory bodies.

To support continuity of leadership, the Bill provides for the appointment of an Acting Director if the Director is for any reason unable to perform the functions of the office, or the position becomes vacant (clause 38). The Council may appoint a person to act in the role for up to six months without Ministerial approval. An extension for a further six months may be granted with the Minister's approval. As with the substantive Director role, a person can only be appointed as Acting Director if they are appropriately qualified, not an insolvent under administration and have not been convicted of an indictable offence.

The Bill does not prescribe the role of Deputy Director, which is an equivalent role to that of a deputy chief executive officer of a statutory body. The functions and appointment of a role akin to the Deputy Director is not generally specified in modern legislation establishing statutory bodies. Removing any reference to the role of Deputy Director will provide the Institute with the discretion to make appointments to the role. The Bill includes a transitional provision that provides that any person who is in this role immediately before commencement of the Bill will continue to hold this appointment subject to the terms and conditions of the person's appointment.

Institute staff and researchers

The Bill modernises and clarifies the Act provisions relating to the employment of Institute staff by ensuring they remain relevant and fit-for-purpose. It retains the Council's authority to employ staff as necessary to help the Council perform its functions or to further the Institute's purpose, with remuneration and allowances determined by the Council (clause 39).

The Bill also consolidates provisions relating to honorary researchers and researchers engaged in joint projects into a single, simplified category of 'researchers' (clause 40). The Council retains the power to engage appropriately qualified researchers to support the Institute's work.

Relatedly, the Bill clarifies the Institute's ownership of intellectual property, previously referred to as 'discoveries and inventions'. It provides that intellectual property created by staff or researchers in the course of performing their functions will vest in the Council, subject to any other Act or applicable arrangement (clause 41). This reflects contemporary expectations and supports the Council's ability to manage and commercialise the Institute's intellectual property in a clear and consistent manner.

Commercialised incentive payments

The payment of commercialised incentive payments to contributing researchers when intellectual property is commercialised is standard practice within the medical research industry. These payments help drive innovation, recognise individual and team contributions, and support the recruitment and retention of high-performing research talent.

Scope

The Bill replaces and expands the provisions in the Act relating to the payment of bonuses to successful discoverers or inventors (clause 42). The term 'bonus' has been replaced with 'commercialised incentive payment' to more accurately reflect the purpose of the payment. The purpose of the payment is to reward contributions to commercialised intellectual property, distinct from ordinary employment-related bonuses.

The Bill clarifies that commercialised incentive payments must be paid from net commercialisation revenue, being the net earnings derived from the commercialisation of the

relevant intellectual property. This ensures that incentive payments are tied directly to the commercial success of the project and do not divert resources from core research activities.

Importantly, the Bill broadens the eligibility criteria for these payments. Unlike the Act, which limits payments to employees who are discoverers or inventors, the Bill allows the Council to recognise and reward all contributors to a research project, including individuals who are not direct inventors or who work under non-traditional arrangements and do not fit into the definition of a current or former ‘employee’ (clause 42).

This approach is consistent with a number of Australian research institutes which have extended eligibility for commercialised incentive payments to all significant research contributors. This change reflects the collaborative nature of modern research, where project success is often the result of significant input from a broader team of researchers and technical staff.

Providing a legislated basis to reward members of a team beyond discoverers or inventors will enhance the Institute’s ability to recruit and retain critical research staff, foster a culture of innovation, and ensure a focus on high-impact projects that address critical healthcare challenges.

Payment approval requirements

The Act requires that any payment of bonuses in a financial year that exceeds an aggregate of \$10 million must be approved by the Governor in Council before the bonus is paid. This financial-year-based threshold creates inconsistency and the potential for differential treatment, as early payments within the cap may not receive the same scrutiny as payments made later in the year once the cap is approached or exceeded.

To address this, the Bill replaces the annual aggregate cap with a more targeted approval framework aligned with the Queensland Treasury’s *Project Commencement Approval Policy*. Under that policy, Governor in Council approval is only required for projects exceeding \$10 million in value, with lower-value projects subject to Ministerial or departmental approvals.

Consistent with that policy, the Bill introduces two new thresholds for commercialised incentive payments:

- \$10 million cap per item of intellectual property each financial year. Payments up to this amount may be made to multiple contributors without Governor in Council approval. If payments relating to a single item exceed this amount in a financial year, approval from the Governor in Council is required.
- \$5 million cap per person, per item of intellectual property each financial year. This ensures that no individual may receive more than \$5 million for a single item of intellectual property in any one year without Governor in Council approval.

This revised framework ensures Governor in Council oversight is preserved for extraordinary or high-value payments, while providing the Council with greater flexibility to reward contributors within reasonable and clearly defined limits.

Other matters

Annual report

In line with reporting requirements for other statutory bodies, the Bill requires the Council to include in its annual report, prepared in accordance with the Financial Accountability Act, information on the functions performed by the Council and how efficiently and effectively it has performed its functions during the financial year (clause 43).

Delegation and subdelegation

To support efficient and effective administration, the Bill allows both the Council and the Director to delegate their functions and powers to suitably qualified persons to aid in the day-to-day administration of the Institute (clause 45).

The Council may delegate its functions or powers to the Director who can then subdelegate the function or power to an appropriately qualified staff member of the Institute. The Director possesses the requisite skills, knowledge, and experience to assist the Council to perform parts of its functions. Given the wide range of functions the Council is required to undertake, it is desirable to allow the Council to delegate its functions or powers in appropriate circumstances and in line with modern legislation establishing statutory bodies.

Similarly, the Director may delegate their own functions or powers to an appropriately qualified staff member of the Institute, as some tasks may be more effectively delivered if they are given close attention by a suitably qualified employee of the Institute.

Gifts, devises and bequests

The current framework under the Act for dealing with gifts, devises or bequests lacks clarity and flexibility, limiting the Council's ability to deal with donations in a way that best supports the purposes of the Institute.

To address this, the Bill clarifies that if the Council accepts a gift, devise or bequest of property, it must apply it in the way directed by the donor, settlor or testator and if that does not apply, it may be used by the Council in a way and for a purpose decided by the Council (clause 46). The effect of this is that for donated property without a direction, the Council can deal with the property in any way it sees fit, including sell, exchange or dispose of, subject to the requirements of the Statutory Bodies Financial Arrangements Act and Financial Accountability Act. The Bill better reflects the comprehensive financial management framework established by those Acts by removing references in the Act to Minister direction, the need for Treasury advice and the different requirements for different donation 'types'.

Regulation-making power

The power for the Governor in Council to make regulations under the Act has been retained in the Bill (clause 47).

Transitional provisions

The Bill includes transitional provisions (part 4, division 2) to preserve the terms and conditions of appointment of persons under the Act. While some positions established under the current Act, such as Deputy Director and Secretary, have not been replicated in the Bill due to their administrative nature and the lack of need for legislative prescription, the transitional provisions ensure that these appointments continue. Individuals holding these roles will continue as staff members of the Institute and may perform functions as determined by the Director, subject to the terms and conditions outlined in their original instruments of appointment, to the extent that those terms are consistent with the Director's determinations (clause 53).

The Bill also includes a transitional provision to ensure advisory committees established under the Act and their members are continued as subcommittees and subcommittee members under the new Act (clause 51).

Alternative ways of achieving policy objectives

There are no alternative ways of achieving the policy objectives.

Estimated cost for government implementation

The costs associated with the amendments included in the Bill will be minimal and managed within existing staffing and budget allocations.

Consistency with fundamental legislative principles

The amendments are generally consistent with fundamental legislative principles in the *Legislative Standards Act 1992*. However, the amendments may impact on particular principles. The potential departures from fundamental legislative principles are discussed below and are considered justified. All departures have been carefully considered and wherever possible, the impact of the potential departures have been minimised.

Whether the legislation has sufficient regard to the rights and liberties of individuals (Legislative Standards Act, s 4(2)(a))

Does the legislation infringe on the right to privacy?

Section 4(2)(a) of the Legislative Standards Act provides that legislation must have sufficient regard to the rights and liberties of individuals. A relevant consideration will be whether the legislation impacts upon a person's right to privacy.

The Bill contains a number of provisions that may infringe upon an individual's right to privacy. In particular, the Bill will:

- require current or prospective Council members to consent to a criminal history report being provided to the Minister;
- require Council members to immediately disclose to the Minister, unless the person has a reasonable excuse, certain matters that may affect their continued suitability for

appointment, such as being disqualified from managing corporations under the Corporations Act (Cth), or being charged with, or convicted of, an indictable offence;

- require that a Director must immediately disclose to the Council, unless the person has a reasonable excuse, if they become an insolvent under administration or are charged with, or convicted of, an indictable offence; and
- require Council members to disclose any conflicts of interest relevant to a matter being discussed or considered at a Council meeting.

These provisions may be seen to limit the privacy of Council members and the Director by requiring the disclosure of sensitive personal information, such as criminal history or financial status. However, these requirements are considered necessary and proportionate to the public interest in ensuring that individuals appointed to leadership roles within the Council and Institute are suitable and accountable. The Council plays a critical role in the governance of the Institute and makes decisions that impact public resources and research priorities. As such, a high standard of transparency and ethical conduct is required.

The inclusion of these obligations ensures that the Minister and the Council are made aware of issues that could compromise the integrity or effective functioning of the Institute. Requiring both Council members and the Director to disclose relevant matters ensures ongoing scrutiny of their suitability for office and enables appropriate action to be taken where necessary.

While these provisions may limit the right to privacy, any limitation is considered reasonable given the strong public interest in maintaining confidence in the leadership of a statutory body. This approach is consistent with other legislation governing public boards and statutory offices, including the *Hospital Foundations Act 2018* and *Health and Wellbeing Queensland Act 2019*.

Further, the Bill includes specific safeguards to protect personal information from being disclosed. For example:

- the Minister may only request a criminal history report for a person if the person has provided written consent;
- the Bill prohibits the unlawful use or disclosure of criminal history information; and
- the Bill provides that criminal history information must be destroyed as soon as practicable once it is no longer required.

These safeguards are consistent with section 23A of the *Grammar Schools Act 2016*, which was included on the recommendation of the Education, Tourism, Innovation and Small Business Committee (Report No. 19, 55th Parliament, September 2016) to safeguard criminal history information.

In this context, any limitation on the right to privacy for Council members and the Director is considered appropriate and balanced by safeguards to protect the confidentiality of the information. The provisions support the overarching objective of ensuring high standards of accountability and public trust in the governance of the Institute.

Does the legislation include offence provisions?

Legislation should have sufficient regard to the rights and liberties of individuals by ensuring new offences are appropriate and reasonable. A penalty should be proportionate and relevant to the offence (section 4(2)(a) of the Legislative Standards Act).

To support high standards of accountability and integrity, the Bill introduces several offence provisions that apply to Council members and the Director. These include offences for failing to disclose if a person has been charged with or convicted of an indictable offence, becomes insolvent, or is disqualified from managing corporations.

The Bill also safeguards individual rights by protecting confidential information. It prohibits the use or disclosure of a person's criminal history information unless expressly permitted under the Bill.

Each of these offences carries a maximum penalty of 100 penalty units. The offences support the proper functioning of the Council and Institute and are consistent with the expectation that individuals in public leadership roles conduct themselves lawfully and ethically. Timely disclosure of changes to a person's criminal history or financial status is critical to ensuring that Council membership and Director appointments remain appropriate, and the Institute preserves its integrity.

These offences are consistent with provisions in other legislation, such as the Hospital Foundations Act, Health and Wellbeing Queensland Act, and *Forensic Science Queensland Act 2024*. The penalties are considered reasonable and proportionate to the seriousness of the conduct and are set at a level that provides a meaningful deterrent. Given the significance of the public functions involved and the potential impact of non-disclosure, the inclusion of these offence provisions is considered appropriate.

Does the legislation allow the delegation of administrative power only in appropriate cases and to appropriate persons?

Whether legislation has sufficient regard to the rights and liberties of individuals depends on whether the legislation allows for the delegation of administrative power only in appropriate cases and to appropriate persons (section 4(3)(c) of the Legislative Standards Act).

The Bill enables the Council to delegate its functions or powers to the Director of the Institute. It also permits the Director to delegate their own functions or powers or to subdelegate a function or power delegated to them by the Council, to an appropriately qualified staff member of the Institute. While this approach supports operational flexibility, it may raise concerns in relation to the fundamental legislative principle that the delegation of administrative power is only allowed in appropriate cases and to appropriate persons (section 4(3)(c) of the Legislative Standards Act).

The delegation powers provided in the Bill are broad, allowing the Council or Director to delegate any of their respective functions or powers, with the exception of the power to delegate itself. This broad scope is considered necessary due to the extensive and varied responsibilities assigned to both the Council and the Director. Providing them with discretion to delegate these functions and powers supports flexible and responsive management of the Institute, enabling it to operate in the most efficient and effective manner.

Certain functions may be more effectively delivered if they are given close attention by the Director or an appropriately qualified staff member of the Institute. For example, it is appropriate for the Director to exercise a function of the Council, given the Director is responsible for the day-to-day administration of the Institute. Similarly, it is appropriate for the day-to-day activities of the Institute to be delegated to appropriately qualified staff members of the Institute. Importantly, ultimate responsibility for any delegated functions and powers

remains with the original decision-maker, whether the Council or the Director. This provides a safeguard against inappropriate delegation.

For these reasons, the delegation powers are consistent with fundamental legislative principles, as they only allow delegation in appropriate cases to appropriate persons.

Does the legislation provide for the reversal of the onus of proof in criminal proceedings without adequate justification?

Section 4(3)(d) of the Legislative Standards Act provides that legislation should not reverse the onus of proof in criminal proceedings without adequate justification. A reversal may be justified if the relevant fact is something impractical to test by alternative evidential means and the facts giving rise to a reasonable excuse are within the knowledge of the defendant.

The Bill imposes an obligation on Council members to disclose to the Minister, unless the person has a reasonable excuse, certain matters that may affect their continued suitability for appointment. These include becoming an insolvent under administration, being disqualified from managing corporations under the Corporations Act (Cth) or being charged with, or convicted of, an indictable offence.

The Bill also provides that the Director must disclose to the Council, unless the person has a reasonable excuse, if they become an insolvent under administration or are charged with, or convicted of, an indictable offence.

The inclusion of the reasonable excuse defence allows a person who is subject to the offence to raise a defence of a reasonable excuse for failing to comply with the obligation. This has been drafted on the basis section 76 of the *Justices Act 1886* applies, such that both the evidential and legal onus to prove the reasonable excuse rests with the Council member or Director.

Reversing the onus of proof in these circumstances is considered appropriate. The person subject to the offence is best placed to provide the relevant information that would support the existence of a reasonable excuse defence. Given the policy intent to maintain the integrity and public trust in Council membership and the Director position, this approach is considered a reasonable and justified departure from the fundamental legislative principle.

The reasonable excuse defence is included in similar provisions requiring a person to disclose criminal history information, including for example, the *University of Queensland Act 1998*; *Brisbane Olympic and Paralympic Games Arrangements Act 2021*; *Health and Wellbeing Queensland Act*; *Hospital Foundations Act*; *Jobs Queensland Act 2015*; and *Cross River Rail Delivery Authority Act 2016*.

Is the legislation consistent with principles of natural justice?

Section 4(3)(b) of the Legislative Standards Act states that whether legislation has sufficient regard to the rights and liberties of individuals depends on whether the legislation is consistent with the principles of natural justice. This includes the right to be heard before being deprived of a right or interest, the requirement for an unbiased decision-maker, and the need for procedural fairness.

Under the Bill, a Council member's office becomes vacant if the member completes their term without reappointment, resigns, is removed from office, or becomes disqualified under the Bill.

A Council member may be removed from office by the Minister if the Minister is satisfied that the member:

- has engaged in inappropriate or improper conduct in an official capacity or in a private capacity that reflects seriously and adversely on the Institute or the Council;
- is incapable of performing the member's functions;
- has neglected the member's functions or performed them incompetently; or
- is absent from three consecutive meetings of the Council without the Councils' permission and reasonable excuse.

A Council member is disqualified from becoming or continuing as a Council member if:

- the person is an insolvent under administration;
- the person is disqualified from managing corporations under part 2D.6 of the Corporations Act (Cth);
- the person has a conviction, other than a spent conviction, for an indictable offence;
- the person is convicted of an offence against the Bill;
- the person is a member of the Legislative Assembly;
- the person is a staff member of the Institute; or
- the Minister asks for the person's consent to request a report about the person's criminal history and the person does not consent.

While the removal and disqualification provisions may limit the opportunity for an affected individual to be heard, this is considered justified in the context of the Council's important governance role. Council members are expected to uphold high standards of integrity, accountability and conduct, given their responsibility in overseeing the strategic direction and reputation of the Institute. The disqualification criteria, such as insolvency and certain criminal convictions, are objective and fact-based.

Similarly, the Minister's power to remove a Council member is guided by specific and reasonable grounds, such as misconduct or incapacity. These provisions ensure the Council can operate effectively and maintain public confidence without being hindered by delays. In this context, the limitation on the fundamental legislative principle is reasonable and consistent with governance arrangements for other public entities.

Consultation

Queensland Health consulted stakeholders throughout the development and drafting of the Bill. Stakeholders who were consulted included the Council and the Institute, other medical institutes, universities, research funding bodies, unions, peak professional bodies, legal bodies, state agencies and federal regulators.

On 27 April 2023, Queensland Health distributed a consultation paper to stakeholders for comment. On 11 September 2024, further policy consultation was undertaken on the proposed amendments. On 17 March 2025, Queensland undertook consultation on a draft version of the Bill.

Stakeholders were supportive of the Bill and its objectives to improve the Institute's operations, enabling it to continue delivering high-impact research.

Where relevant, stakeholder feedback was incorporated into the Bill. Some stakeholder feedback was not incorporated as it related to whole-of-government policies or standard drafting practices.

Consistency with legislation of other jurisdictions

The majority of provisions in the Bill are consistent with those in modern legislation establishing statutory bodies, for example, the Forensic Science Queensland Act and the Hospital Foundations Act. Further, the payment of commercialised incentive payments to contributing researchers when intellectual property is commercialised is standard practice within the medical research industry.

The organisational structure outlined in the Bill is different from other statutory bodies, in that the Institute is managed and controlled by the Council, with the Council rather than the Institute being the statutory body for the purposes of the Statutory Bodies Financial Arrangements Act and Financial Accountability Act. The Council is a management board whose members are appointed by the Minister. The Director of the Institute is responsible for the day-to-day administration of the Institute including the management of staff members of the Institute and the administration and conduct of research carried out by the Institute. This reflects the historical and current structure of the Institute and Council and needs to be retained.

Notes on provisions

Part 1 Preliminary

Short title

Clause 1 states that the short title of the Act will be the *Queensland Institute of Medical Research Act 2025*.

Commencement

Clause 2 states that the Act will commence on proclamation.

Act binds all persons

Clause 3 provides that the Act binds all persons, including the State and, as far as the legislative power of the Parliament permits, the Commonwealth and the other States. However, the State, the Commonwealth or another State cannot be prosecuted for an offence against this Act.

Definitions

Clause 4 provides that definitions for terms used in the Act are defined in the dictionary (schedule 1).

Part 2 Queensland Institute of Medical Research

Division 1 The institute

The Queensland Institute of Medical Research

Clause 5 states that the Queensland Institute of Medical Research (Institute), as established under section 3 of the repealed *Queensland Institute of Medical Research Act 1945*, will continue to exist under this Act.

The purpose of the Institute is to:

- initiate and conduct research into any branch of medical science, particularly in relation to diseases of significance to Queensland; and
- direct and use the research to improve the health and wellbeing of the people of Queensland.

Division 2 The council

The council of the institute

Clause 6 provides that the Council of the Institute (Council) established under section 3 of the repealed *Queensland Institute of Medical Research Act 1945* will continue to exist under this Act.

Legal status

Clause 7 states that the Council is a body corporate capable of suing and being sued in its corporate name and provides that the Council does not represent the State.

Application of other Acts

Clause 8 provides that the Council is a statutory body under the *Financial Accountability Act 2009* and *Statutory Bodies Financial Arrangements Act 1982* and a unit of public administration under section 20 of the *Crime and Corruption Act 2001*.

Functions

Clause 9 states that the Council has the following functions:

- managing the Institute in a proper, efficient and effective way;
- raising and accepting money for the Institute to carry out its purpose, as set out in clause 5;
- accepting any gifts, devises or bequests of property made for the benefit of the Institute;
- helping the Institute carry out its purpose by investing money raised by or given to the Council or derived from any property, or other investment, owned or operated by the Council.

Additionally, the Council can exploit commercially, for the Institute's benefit, a facility or resource owned by the Council (for example, study, research or knowledge, or the practical application of study, research or knowledge, managed by the Council, whether alone or with someone else). The Council may also perform any other function given to it under this Act or another Act.

Powers

Clause 10 states that the Council has all the powers of an individual and may do anything necessary or convenient to perform its functions. The Council also has any other power given to it under this Act or another Act.

Division 3 Membership of council

Subdivision 1 Membership

Council members

Clause 11 states that the Council consists of not more than nine members who are appointed by the Minister. The Minister may appoint a person as a Council member, only if satisfied the person is appropriately qualified in at least one of the following areas:

- corporate governance;
- public or academic administration;
- health or clinical research;
- health ethics;
- financial management;
- fund raising;
- commercialisation of intellectual property; or
- another area the Minister considers is appropriate to support the Institute's purpose.

The Minister may appoint a person as a Council member, only if satisfied that the person is not disqualified from being a Council member under clause 17 of the Act.

A Council member is appointed under this Act and not the *Public Sector Act 2022*.

Term of appointment

Clause 12 specifies that a Council member holds office for a term of no longer than four years, as stated in the member's instrument of appointment. A Council member may be reappointed, however, the total period of the person's appointment as a Council member can not be more than 12 years.

Conditions of appointment

Clause 13 specifies that a Council member is to be paid the remuneration and allowances decided by the Minister. A Council member holds office on the terms and conditions decided by the Minister to the extent the terms and conditions are not provided for by the Act.

Any remuneration decisions made by the Minister are made subject to the whole-of-government policy *Remuneration procedures for part-time Chairs and Members of Queensland Government Bodies*.

Chairperson and deputy chairperson

Clause 14 provides that the Minister may appoint a Council member to be the Chairperson of the Council, and another Council member to be the Deputy Chairperson of the Council. These appointments can occur at the same time the Chairperson or Deputy Chairperson are appointed as a Council member.

The Chairperson is responsible for managing and directing activities of the Council to ensure the Council performs its functions and exercises its powers appropriately.

The Deputy Chairperson must act as Chairperson during a vacancy in the office of the Chairperson, and during all periods when the Chairperson is absent from duty or for another reason cannot perform the functions of the office.

The Chairperson or Deputy Chairperson hold office for the term stated in the person's instrument of appointment and can be reappointed as Chairperson or Deputy Chairperson. The office of the Chairperson or Deputy Chairperson becomes vacant if the person holding the office resigns by a signed notice to the Minister or otherwise ceases to be a Council Member. A person may continue to be a Council member once they have resigned from the office of Chairperson or Deputy Chairperson.

Vacancy in office

Clause 15 provides that the office of a Council member becomes vacant if a Council member completes their term of office and is not reappointed, resigns by way of signed notice to the Minister, is removed under clause 16, or the member becomes disqualified from continuing in the office under clause 17.

If a Council member completes their term of office and is not reappointed, and another person is not appointed to the member's office before the member's term of office ends, the member will continue to hold office for a further period, ending on the earliest of the following:

- when another person is appointed to the office; or
- six months after the member's term of office would have ended.

Removal of council members

Clause 16 states that the Minister may remove a Council member from office if satisfied the member:

- has engaged in inappropriate or improper conduct in an official capacity (for example, consenting to borrowing an amount that the Council is not lawfully authorised to borrow under the Statutory Bodies Financial Arrangements Act); or
- has engaged in inappropriate or improper conduct in a private capacity that reflects seriously and adversely on the Institute or the Council; or
- is incapable of performing the member's functions; or
- has neglected their functions or performed functions incompetently; or
- is absent from three consecutive meetings of the Council without the Council's permission, and without reasonable excuse.

The Minister's powers under section 25 of the *Acts Interpretation Act 1954* are not limited by this clause.

Disqualification of council members

Clause 17 provides the circumstances where Council members are disqualified from becoming or continuing as a Council member. A person is disqualified from becoming or continuing as a Council member if the person:

- is an insolvent under administration; or
- is disqualified from managing corporations under part 2D.6 of the Corporations Act (Cth); or
- has a conviction, other than a spent conviction, for an indictable offence; or
- is convicted of an offence against this Act; or
- is a member of the Legislative Assembly; or
- is a staff member of the Institute; or
- does not consent to a request from the Minister to obtain the person's criminal history report.

It is an offence for a Council member to fail to notify the Minister if they become insolvent under administration or disqualified from managing corporations under the part 2D.6 of the Corporations Act (Cth) during the member's term of office. Unless the member has a reasonable excuse, the member must immediately give notice of insolvency or disqualification to the Minister. This offence carries a maximum penalty of 100 penalty units.

Subdivision 2 Criminal history

Criminal history reports

Clause 18 states that the Minister may, when deciding if a person is disqualified, ask the police commissioner for a written report about the criminal history of a prospective or current Council member and a brief description of the circumstances of a conviction mentioned in the criminal history. The police commissioner must comply with the request, but only if the information is in the possession of the police commissioner, or the police commissioner has access to the information.

However, the Minister may only make this request if the person has given the Minister written consent for the request.

Requirement to disclose changes in criminal history

Clause 19 states that if a person who is appointed as a Council member is charged with, or convicted of, an indictable offence during their term of appointment, the person must, unless the person has a reasonable excuse, immediately give written notice to the Minister about the charge or conviction. Failure to give written notice to the Minister attracts a maximum penalty of 100 penalty units.

The written notice must state the existence of the charge or conviction, when the offence was committed or allegedly committed, details adequate to identify the offence or alleged offence and, for a conviction, the sentence imposed on the person.

Confidentiality of criminal history information

Clause 20 applies to a person who possesses criminal history information, which includes a report given under clause 18 or a notice given under clause 19, because the person is or was:

- the Minister; or
- a Council member; or
- the Director of the Institute; or
- a staff member of the Institute or other person engaged by the Council; or
- a public service employee performing functions under or relating to the administration of this Act.

It is an offence if a person discloses or uses the confidential information unless the disclosure or use is permitted under this provision. This offence carries a maximum penalty of 100 penalty units. A person may disclose or use the criminal history information:

- to the extent the disclosure or use is necessary to perform the person's functions under or relating to the administration of this Act, or otherwise required or permitted under this Act or another law;
- with the consent of the person to whom the information relates; or
- in compliance with a lawful process requiring production of documents to, or giving evidence before, a court or tribunal.

A person who possesses criminal history information must ensure the information is destroyed as soon as practicable after it is no longer needed for the purpose for which it was given. This applies despite the *Public Records Act 2023*.

Division 4 Meetings of council

Conduct of business

Clause 21 provides that the Council may conduct its business, including its meetings, in the way it considers appropriate.

Meetings generally

Clause 22 provides that the Council may convene meetings of the Council as the Council considers appropriate. The Chairperson may also convene a meeting of the Council as the Chairperson considers appropriate.

The meetings can be held using any technology, allowing reasonably contemporaneous and continuous communication between parties taking part in the meeting (for example, teleconferencing). A Council member who takes part in a Council meeting using technology is considered present at the meeting.

A resolution is validly made by the Council, even if it is not passed at a meeting of the Council if notice of the resolution is given under procedures approved by the Council, and a majority of Council members agree in writing to the resolution.

Presiding at meetings

Clause 23 provides that the Chairperson is to preside at all Council meetings at which the Chairperson is present. If the Chairperson is not present, the Deputy Chairperson is to preside. If both the Chairperson and Deputy Chairperson are not present at the Council meeting, a Council member chosen by the majority of Council members present at the meeting is to preside.

Quorum at meetings

Clause 24 specifies that a quorum for a meeting of the Council is a majority of the Council members. If a Council member is present at the meeting, but unable to take part in any deliberations due to a material personal interest under clause 26, the remaining Council members present constitute a quorum for the meeting.

Voting at meetings

Clause 25 provides that a question at a meeting of the Council is decided by a majority vote of the Council members who are present and able to vote on the question. If votes are equal, the Council member presiding at the meeting also has a casting vote.

Disclosure of interests at meetings

Clause 26 provides for disclosure of interests at meeting by a Council member if:

- a matter is being considered, or is about to be considered, at a meeting of the Council; and
- a Council member has a material personal interest in the matter; and

- the material personal interest could conflict with the proper performance of the member's functions in relation to the consideration of the matter.

A Council member is taken to have a material personal interest in a matter if certain entities stand to gain a benefit or suffer a loss, either directly or indirectly, because of the outcome of the consideration of the matter. Those entities are:

- the member;
- the member's spouse;
- a parent, child, sibling or other relative of the member;
- an individual who is employed by the member;
- an employer, other than a government entity (section 276 of the *Public Sector Act 2022*), of the member;
- an entity, other than a government entity (section 276 of the *Public Sector Act 2022*), of which the member is an office holder.

As soon as practicable after the relevant facts come to the knowledge of the Council member, the member must disclose the nature of the material personal interest to other Council members at the Council meeting. The Council member may participate in the consideration of the matter only if a majority of members present at the meeting agree. However, the Council member can not participate in any vote on the matter at the meeting.

The particulars of a disclosure must be recorded in the minutes of the meeting. Failure to make a disclosure about a material personal interest does not in itself, invalidate a decision of the Council.

Validity of decisions

Clause 27 stipulates that a decision of the Council is not invalid only because there is a vacancy in the membership of the Council or there is a defect or irregularity in the appointment of a Council member.

Minutes and other records

Clause 28 provides that the Council must keep minutes of Council meetings and a record of its decisions and resolutions.

Council to inform Minister about particular matters

Clause 29 provides that the Council must immediately give the Minister written notice if it becomes aware of a matter that may significantly affect the financial viability of the Institute or the Council, or affects the administration or management of the Institute or the Council. For example, a significant decrease in the value of funds held on investment by the Council or the distribution of funds held by the Council towards something that is outside the scope of the Institute's purpose.

Minister may require information

Clause 30 provides that the Minister may give written notice to the Council asking it to give the Minister information, including any documents, in the Council's possession about a stated

matter or make the information available to inspect if the Minister has a concern about the financial viability, administration or management of the Institute or the Council, or if the Council has given the Minister a notice under clause 29. Unless there are exceptional circumstances, the Minister must first consult with the Council prior to giving a written notice.

The Council must comply with a written notice given under subsection (2) of this clause. The Minister may keep a copy of any document supplied by the Council and must return the original document to the Council as soon as practicable after copying it. The Minister may disclose the information provided by the Council to an entity it deems appropriate to help assess the financial viability of the Institute or the Council or how the Institute or the Council is being administered or managed.

Division 5 Subcommittees

Council may establish subcommittees

Clause 31 provides that the Council may establish a subcommittee to help the Council perform its functions. In establishing the subcommittee, the Council may decide:

- the functions of, or terms of reference for, the subcommittee;
- how many members are appointed to the subcommittee and any appropriate qualifications necessary for membership of the subcommittee;
- how the subcommittee conducts its meetings and reports to the Council and the frequency of meetings or reports; and
- any other matters necessary or convenient to be done by the subcommittee in performing its functions.

The subcommittee consists of persons appointed by the Council as members of the subcommittee. Members of a subcommittee are entitled to remuneration and allowances decided by the Minister and stated in the member's instrument of appointment and hold office on the terms and conditions stated in the member's instrument of appointment, if not already provided for by this Act.

Any remuneration decisions made by the Minister are made subject to the whole-of-government policy *Remuneration procedures for part-time Chairs and Members of Queensland Government Bodies*.

Validity of decisions

Clause 32 states that a decision of a subcommittee is not invalid only because there is a vacancy in the membership of the subcommittee or there is a defect or irregularity in the appointment of a subcommittee member.

Division 6 Institute director

Appointing director of institute

Clause 33 provides that the Council must appoint a person as the Director of the Institute (Director). A person may be appointed as Director only if the Council is satisfied that the person is appropriately qualified, not an insolvent under administration, the person has not been

convicted of an indictable offence, other than a conviction that is a spent conviction, and the appointment is approved by the Minister.

The Director is appointed under this Act, not the *Public Sector Act 2022*.

Term of appointment

Clause 34 provides that the Director holds office for a term of not more than seven years, as stated in the Director's instrument of appointment. This provision does not prevent a person from being reappointed as Director.

Responsibilities

Clause 35 outlines the Director's responsibilities for the day-to-day administration of the Institute, which includes:

- ensuring effective and efficient administration and operation of the Institute; and
- management of staff members of the Institute; and
- administration and conduct of research carried out by the Institute.

The Director must comply with the written policies and directions of the Council in carrying out the responsibilities of the office and is accountable to the Council. The Director also has the responsibilities given to them under this Act or another Act.

Conditions of appointment

Clause 36 specifies that the Director is to be paid the remuneration and allowances decided by the Council and approved by the Minister. The Director holds office on the terms and conditions decided by the Council and approved by the Minister to the extent the terms and conditions are not provided for by the Act.

Director must disclose particular matters

Clause 37 provides that the Director must disclose, if during the person's time as Director, they become an insolvent under administration or are charged with, or convicted of, an indictable offence. Unless the person has a reasonable excuse, they must immediately give written notice to the Council about the insolvency, charge or conviction. A maximum penalty of 100 penalty units applies to this offence provision.

Furthermore, if a Director is charged with, or convicted of, an indictable offence, the written notice must state the existence of the charge or conviction, when the offence was committed or allegedly committed, details adequate to identify the offence or alleged offence and for a conviction, the sentence imposed.

Acting director

Clause 38 provides that, if the office of the Director is vacant, or the Director is for any reason unable to perform the functions of office, the Council may appoint a person to act as a Director for a period of not longer than 6 months. A person may only be appointed to act as the Director if they could satisfy the Director appointment conditions in clause 33(2)(a) to (c) of this Act, that is, the person is appropriately qualified, not an insolvent under administration and the

person has not been convicted of an indictable offence, other than a conviction that is a spent conviction.

The Council may extend the appointment for a further period of not longer than 6 months, with approval from the Minister.

Division 7 Institute staff and other matters

Institute staff

Clause 39 provides that the Council may employ staff of the Institute the Council considers appropriate to help the Council carry out the Institute's purpose and perform any other function under the Act. The staff employed under this clause are to be paid remuneration and allowances decided by the Council. The employment is under this Act, not the *Public Sector Act 2022*.

Engagement of researchers

Clause 40 provides that the Council may engage a researcher with appropriate qualifications to help the Council carry out the Institute's purpose. A researcher is engaged under this section for the term stated in the instrument under which they are engaged.

Ownership of intellectual property

Clause 41 applies in relation to intellectual property produced by a staff member of the Institute or a researcher, and in the course of performing functions of the staff member or researcher under this Act. Subject to any other Act or an arrangement between the staff member or researcher and the Council, ownership of the intellectual property vests in the Council.

Commercialised incentive payments for intellectual property

Clause 42 applies in relation to an item of intellectual property that is produced by a person as part of a person's employment, contractual or other arrangement with the Council, and is owned by the Council. If the Council has a net commercialisation revenue amount for an item of intellectual property, the Council may pay each person who produced the intellectual property a commercialised incentive payment, in accordance with the following limits:

- a maximum total amount of \$10m may be paid in relation to the item of intellectual property in a financial year;
- a maximum amount of \$5m may be paid to a person in relation to the item of intellectual property in a financial year.

If the commercialised incentive payment exceeds the maximum total amount of \$10m per item or maximum amount of \$5m per person, the Council must seek approval from the Governor in Council before payment is made.

Commercialised incentive payments must be paid from the net commercialisation revenue amount for the item of intellectual property. In addition, the Council may pay a person a commercialised incentive payment in addition to any other payment the Council is required to pay that person.

For this section, *net commercialisation revenue amount*, for an item of intellectual property, means the Council's net earnings derived from the commercialisation of the item of intellectual property.

Part 3 Miscellaneous

Annual report

Clause 43 provides that the Council must prepare an annual report for a financial year in accordance with section 63 of the Financial Accountability Act, which provides information about the functions performed by the Council during the financial year and how efficiently and effectively the Council has performed its functions during the financial year. This report may include statistics but cannot disclose confidential information.

For this section *confidential information* means information, other than information that is publicly available, about a person's personal affairs or reputation, or that would be likely to damage the commercial activities of a person to whom the information relates, or that is contained in a report given under clause 18 or a notice given under clause 19.

Application of Collections Act 1966

Clause 44 provides that the *Collections Act 1966* applies to the Council in the performance of its functions and exercise of its powers, subject to subsection (2) of this clause. Subsection (2) states that for part 3 of the *Collections Act 1966*, the functions of the Council are taken to be a purpose that is sanctioned for that Act.

Delegation and subdelegation

Clause 45 provides that the Council may delegate its functions or powers under the Act to the Director.

The Director may delegate the Director's functions or powers under the Act to an appropriately qualified staff member of the Institute.

If the Council has delegated a function or power to the Director, the Director may subdelegate the function or power to an appropriately qualified staff member of the Institute.

Gifts, devises and bequests

Clause 46 applies if a gift, devise or bequest of property is made to the Council for the benefit of the Institute. If the Council accepts the gift, devise or bequest, the acceptance is a complete discharge to the person making the gift, devise or bequest and the person is not responsible for how the gift, devise or bequest is applied.

If the person making the gift, devise or bequest gives any of the following directions, the Council must comply with the direction to:

- keep a record of and an account for the property the subject of the gift, devise or bequest;
- use the property in a particular way and for a particular purpose;
- identify and use the property under a particular name or title.

To the extent that the above does not apply, the Council may do any of the following things in relation to the property the subject of the gift, devise or bequest:

- use the property in a way and for a purpose decided by the Council;
- identify and use the property under the name or title decided by the Council.

This clause is subject to section 64 of the Financial Accountability Act.

Regulation-making power

Clause 47 provides that the Governor in Council may make regulations under this Act.

Part 4 Repeal and transitional provisions

Division 1 Repeal

Repeal

Clause 48 repeals the *Queensland Institute of Medical Research Act 1945*.

Division 2 Transitional provisions

Definitions for division

Clause 49 defines *repealed Act* to mean the repealed *Queensland Institute of Medical Research Act 1945*.

Continuation of existing appointment—council members

Clause 50 applies to a person who, immediately before the commencement, held an appointment as a member of the Council under section 5 of the repealed Act. This clause provides that from the commencement of this Act, the person's appointment as a member of the Council continues under this Act subject to the terms and conditions of the person's instrument of appointment, and if the member was appointed as a Chair or Deputy Chair, under section 5C of the repealed Act, the appointment also continues under clause 14 of this Act.

Continuation of existing advisory committees

Clause 51 provides that an advisory committee formed under section 8(9) of the repealed Act, that immediately before the commencement of this Act, was continuing to advise the Council is, from commencement of this Act, taken to be a subcommittee established under section 31 of this Act. A person who was a member of the advisory committee, immediately before commencement of this Act, is taken to be appointed as a member of the subcommittee under section 31(3) of this Act. The person is entitled to the fees and allowances approved by the Governor in Council under section 8(11) of the repealed Act.

Continuation of existing appointment—director

Clause 52 provides that a person who held an appointment as Director under section 10 of the repealed Act, immediately before commencement of this Act, will from commencement, continue to be appointed as Director under this Act pursuant to the terms and conditions of the person's instrument of appointment.

Continuation of existing appointments—deputy director, secretary, and other employees

Clause 53 provides that a person who held an appointment as Deputy Director under section 10 of the repealed Act, as Secretary of the Institute under section 11(1) of the repealed Act, or was employed under section 11(4) of the repealed Act, immediately before commencement of this Act, will continue to be appointed from commencement, as follows:

- the person is a staff member of the Institute who has the functions decided by the Director;
- the person's appointment is subject to the terms and conditions of the person's instrument of appointment, to the extent the terms and conditions are consistent with the above.

Continuation of existing appointments—honorary research workers and research projects

Clause 54 applies to a person who, immediately before the commencement of this Act, held an appointment as an honorary research worker under section 11(6) of the repealed Act, or to take part in research projects under section 11A of the repealed Act. This clause provides that from the commencement of this Act, the person's appointment continues as if the person is taken to have been engaged as a researcher under section 40 of this Act, and the person's appointment is subject to the terms and conditions of the person's instrument of appointment.

Saving of operation of repealed Act, section 31

Clause 55 provides that section 31 of the repealed Act is declared to be a law to which section 20A of the *Acts Interpretation Act 1954* applies.

Part 5 Amendment of legislation

Division 1 Amendment of this Act

Act amended

Clause 56 states that this division amends this Act.

Amendment of long title

Clause 57 will, on commencement of the clause, remove from the long title ' , to repeal the *Queensland Institute of Medical Research Act 1945*, and to amend this Act and the legislation mentioned in schedule 2 for particular purposes'.

Division 2 Other amendments

Legislation amended

Clause 58 will, on commencement of the clause, amend the legislation it mentions in schedule 2.

Schedule 1 Dictionary

Schedule 1 provides a dictionary of terms used in the *Queensland Institute of Medical Research Bill 2025*.

Schedule 2 Other amendments

Collections Act 1966

Section 23A(3)(a) of the *Collections Act 1966* is amended by omitting from the definition *excluded entity* ‘established under the *Queensland Institute of Medical Research Act 1945*’ and inserting the wording ‘continued in existence under the *Queensland Institute of Medical Research Act 2025*.’

Duties Act 2001

Section 141(2) of the *Duties Act 2001* is amended by omitting ‘under the *Queensland Institute of Medical Research Act 1945*, section 14, to the Council of the Queensland Institute of Medical Research constituted under that Act’ and inserting ‘to the Council of the Queensland Institute of Medical Research continued in existence under the *Queensland Institute of Medical Research Act 2025*, to which section 46 of the Act applies.’

Fair Work (Commonwealth Powers) and Other Provisions Act 2009

Schedule 1, item 7 of the *Fair Work (Commonwealth Powers) and Other Provisions Act 2009* is amended by omitting ‘established under the *Queensland Institute of Medical Research Act 1945*’ and inserting ‘continued in existence under the *Queensland Institute of Medical Research Act 2025*.’

Statutory Bodies Financial Arrangements Regulation 2019

Schedule 2 of the *Statutory Bodies and Financial Arrangements Regulation 2019* is amended by omitting the entry for the ‘*Queensland Institute of Medical Research Act 1945*’ and inserting a new entry for the ‘*Queensland Institute of Medical Research Act 2025*’ with the additional wording ‘The Council of the Queensland Institute of Medical Research.’

Schedule 5 of the *Statutory Bodies and Financial Arrangements Regulation 2019* is amended by omitting the entry for the ‘*Queensland Institute of Medical Research Act 1945*’ and inserting a new entry for the ‘*Queensland Institute of Medical Research Act 2025*’ with the additional wording ‘The Council of The Queensland Institute of Medical Research.’

Schedule 8 of the *Statutory Bodies and Financial Arrangements Regulation 2019* is amended by omitting the entry for the ‘*Queensland Institute of Medical Research Act 1945*’ and inserting a new entry for the ‘*Queensland Institute of Medical Research Act 2025*’ with the additional wording ‘The Council of The Queensland Institute of Medical Research.’