

THE AUSTRALIAN NATIONAL UNIVERSITY

The Australian National University Endowment for Excellence Statute 2012

THE AUSTRALIAN NATIONAL UNIVERSITY ENDOWMENT FOR EXCELLENCE RULES 2012

The Council of The Australian National University makes these Rules under section 18 of *The Australian National University Endowment for Excellence Statute 2012*.

Dated: 23 March 2012.

Professor the Hon Gareth Evans AO QC
Chancellor.

PART 1—PRELIMINARY

Citation and commencement

- 1.(1) These Rules may be cited as The Australian National University Endowment for Excellence Rules 2012.
- (2) These Rules commence on the day after they are registered or on the day on which the Statute commences, whichever is the later.

Interpretation

2. In these Rules, unless the contrary intention appears:
Statute means *The Australian National University Endowment for Excellence Statute*.

PART 2—THE BOARD OF GOVERNORS

Constitution of Board

- 3.(1) For section 7 of the Statute, the Board consists of the following Governors:
 - (a) a President appointed by the Council;
 - (b) a Vice-President appointed by the Council;
 - (c) the Chancellor, the Pro-Chancellor and the Vice-Chancellor as *ex officio* Governors;
 - (d) not less than 3 other Governors appointed by the Council;

- (e) 1 person appointed by the Council, being a person who holds a position of responsibility in The Australian National University Students' Association Inc. or the Postgraduate and Research Students Association Inc.
- (2) The term of office for appointment of a Governor is 4 years and is subject to renewal by the Council.
- (3) A Governor is not entitled to receive any remuneration for acting in that capacity but may be reimbursed for any reasonable expenses incurred in the course of carrying out the duties of his or her office.

Qualifications for Governorship of Board

- 4.** A person is not qualified to become or remain a Governor if:
- (a) the person is under 18 years of age; or
 - (b) the person is an undischarged bankrupt or a person in respect of whom there is in operation a composition, deed of arrangement or deed of assignment with the person's creditors under the law relating to bankruptcy; or
 - (c) the person is serving a sentence of imprisonment for an offence against the law of the Commonwealth or of a State or Territory; or
 - (d) in accordance with the law of a State or Territory, all or any of the person's property is, because of his or her mental incapacity, under the control of another person.

Vacancy of office

5.(1) If a Governor (other than an *ex officio* Governor):

- (a) ceases to be qualified, under Rule 4, from remaining a Governor; or
- (b) dies; or
- (c) resigns from Governorship of the Board; or
- (d) is absent without leave of the Board from 3 consecutive meetings of the Board; or
- (e) in the case of a Governor referred to in paragraph 3(1)(e), ceases to be qualified to be appointed as mentioned in that paragraph;

the Governor's office becomes vacant.

- (2) If a Governor, without reasonable excuse, fails to comply with his or her obligations in relation to the Endowment or the Board, the Council may remove the Governor from the Board.

Presiding at meetings

6.(1) The President is to preside at all meetings of the Board at which he or she is present.

- (2) If the President is not present at a meeting of the Board and the Vice-President is present, the Vice-President is to preside at the meeting.

Secretary

7.(1) The Vice-Chancellor may appoint a Secretary to the Board.

- (2) The Secretary must maintain a record of the Board's proceedings.

Meetings

8.(1) The Board must meet at least twice in each year.

- (2) An emergency meeting may be called at any time by the President or any 5 Governors.
- (3) A validly constituted meeting must have a quorum of half the number of Governors in addition to the President or Vice-President.
- (4) Each Governor may vote at a meeting of the Board, and in the event of an equality of votes in relation to any particular resolution, the person presiding at the meeting has a casting vote.
- (5) The Board must, at least annually, consider:
 - (a) the Annual Report to the Council; and
 - (b) appropriate recognition of major donors; and
 - (c) progress towards meeting the aims of the Endowment.
- (6) The Board may determine its own procedures.

Resolutions without meetings

9.(1) The President, or in the absence of the President the Vice-President, may in writing, request Governors to pass a resolution without a meeting.

- (2) A copy of the request and the text of the proposed resolution must be sent to each Governor.
- (3) The resolution is passed if a majority of the Governors eligible to vote on that resolution signs a document (containing the text of the resolution) agreeing with the text of the resolution and returns it to the President.
- (4) For the purposes of this rule, a Governor is not eligible to vote on a resolution if the resolution relates to a matter in which the Governor has a direct or indirect interest.

Disclosure of interests of Governors

10.(1) A Governor who has a direct or indirect interest in a matter being considered or about to be considered by the Board must, as soon as possible after the relevant facts have come to the Governor's knowledge, disclose the nature of the interest at a meeting of the Board.

- (2) A disclosure under subrule (1) must be recorded in the minutes of the meeting of the Board and the Governor must not, unless the Board otherwise determines:
- (a) be present during any deliberation of the Board with respect to that matter; or
 - (b) take part in any decision of the Board with respect to that matter.

Delegation to committee of Board

- 11.** The Board may delegate any of its functions and powers under the Statute and Rules to the members of a committee consisting of:
- (a) Governors; or
 - (b) Governors and other persons.

Annual Report

12.(1) There is to be an Annual Report of the Endowment which must be approved by the Board.

- (2) The Annual Report may contain the following matters:
- (a) a list of the present and immediately past Governors;
 - (b) a description of the value of the assets currently held in the Endowment;
 - (c) a description of the investment profile of the Endowment;
 - (d) a general description of the various uses to which Endowment assets have been put in the preceding year;
 - (e) a commentary on the success or otherwise of the application of assets;
 - (f) a projection of what is intended to be achieved during the current budgetary period;
 - (g) comments of the President;
 - (h) any report of the University's auditor relating to the Endowment;
 - (i) any other appropriate information.

PART 3—THE ENDOWMENT

Membership

13.(1) There are to be 5 categories of membership of the Endowment which are signified by the amount of contribution to the Endowment or other donations, including gifts in kind, as follows:

- (a) Chancellor's Special—for contributors of more than \$2,000,000 (aggregated);
 - (b) Eminent—for contributors of less than \$2,000,000 but not less than \$250,000 (aggregated);
 - (c) Honoured—for contributors of less than \$250,000 but not less than \$75,000 (aggregated); and
 - (d) Distinguished—for contributors of less than \$75,000 but not less than \$25,000 (aggregated).
- (2) The University must keep a register of membership of the Endowment.

- (3) A deceased person's estate may be recognised as a donor on the same terms as an individual.

PART 4—FOUNDATIONS

Foundations—Directors

14.(1) A person is not qualified to become or remain a Director (other than an *ex officio* Director) if:

- (a) the person is under 18 years of age; or
- (b) the person is an undischarged bankrupt or a person in respect of whom there is in operation a composition, deed of arrangement or deed of assignment with the person's creditors under the law relating to bankruptcy; or
- (c) the person is serving a sentence of imprisonment for an offence against the law of the Commonwealth or of a State or Territory; or
- (d) in accordance with the law of a State or Territory, all or any of the person's property is, because of his or her mental incapacity, under the control of another person.

(2) If a Director:

- (a) ceases to be qualified to remain a Director; or
- (b) dies; or
- (c) resigns; or
- (d) is absent without leave of the other Directors from 3 consecutive Directors' meetings; or
- (e) is removed by the Vice-Chancellor at the request of the Directors;

the Director's office becomes vacant.

- (3) If a Director, without reasonable excuse, fails to comply with his or her obligations in relation to the Foundation or the Directors, the Council may remove the Director from his or her office.
- (4) A Director is not entitled to receive any remuneration for acting in that capacity but may be reimbursed for any reasonable expenses incurred in the course of carrying out the duties of his or her office.

Foundations—Directors' interests etc.

15.(1) A Director who has a direct or indirect interest in a matter being considered or about to be considered by the Directors must, as soon as possible after the relevant facts have become known to the Director, disclose the nature of the interest at a meeting of the Directors.

(2) A disclosure under subrule (1) must be recorded in the minutes of the meeting of the Directors and the Director concerned must not, unless the Directors otherwise determine:

- (a) be present during any deliberation of the Directors with respect to that matter; or
- (b) take part in any decision of the Directors with respect to that matter.

Foundations—Procedures

- 16.(1)** The Directors may determine their own meeting procedures.
- (2) The Directors must meet at least once every 6 months and at other times as determined by the Directors.
- (3) The quorum for a meeting of a Foundation is half the number of Directors, including at least one *ex officio* member or his or her nominee.

Foundations—Annual Reports

- 17.(1)** The Directors must provide a report of activities for each year to the Board in time for it to be included in the Annual Report by the Board to the Council.
- (2) The Annual Report of a Foundation may contain:
- (a) a list of present and immediately past Directors; and
 - (b) a list of any changes in the composition of the Directors; and
 - (c) a statement of projected activities in the coming budget period, including a proposed budget; and
 - (d) a commentary on the success or otherwise of the Foundation's activities; and
 - (e) any other appropriate information.

Foundations—Financial Year

- 18.** The financial year of a Foundation is to be the same as for the University.

Repeal and savings

- 19.(1)** The Australian national University Endowment for Excellence Rules 2005 (the *former Rules*), as amended and in force immediately before the commencement of these Rules, are repealed.
- (2) To avoid doubt, in spite of the repeal of the former Rules:
- (a) the appointment of Governors for the Board; and
 - (b) the establishment of Foundations; and
 - (c) anything else done under the former Rules;
- continues in force under these Rules as if these Rules amended the former Rules accordingly.
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