

THE AUSTRALIAN NATIONAL UNIVERSITY

THE AUSTRALIAN NATIONAL UNIVERSITY ENDOWMENT FOR  
EXCELLENCE RULES 2005

The Council of the Australian National University makes these Rules under section 14 of *The Australian National University Endowment for Excellence Statute*.

Dated: 10 December 2004.

Peter Baume AO  
Chancellor

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PART 1—PRELIMINARY

**Citation and commencement**

1. (1) These Rules may be cited as The Australian National University Endowment for Excellence Rules 2005.
- (2) These Rules commence on 31 December 2004, immediately after the commencement of the Rules (Repeal) Rules 2004.

**Interpretation**

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

PART 2—THE BOARD

**The Board**

3. (1) The governing body of the Endowment is the Board.
- (2) The Board consists of the following Governors:
  - (a) a President appointed by the Council;
  - (b) a Senior Vice-President appointed by the Council;
  - (c) the Chancellor, the Pro-Chancellor and the Vice-Chancellor as *ex officio* Governors;
  - (d) not more than 6 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 or the Postgraduate and Research Students Association Inc.

(3) The Board is to act in all matters concerning the Endowment in the way it thinks will best promote the interests of the University.

#### **Term of office**

4. A Governor referred to in paragraph 3 (2) (a), (b), (d) or (e) holds office for the period, not exceeding 4 years, that is specified in the instrument of appointment.

#### **Qualifications for Governorship of Board**

5. A person is not qualified to become or remain a Governor (other than an *ex officio* Governor) if:
- (a) the person is under 18; or
  - (b) the person is appointed under paragraph 3 (2) (a), (b) or (d) and the person is not, or ceases to be, a member of the Endowment; or
  - (c) 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
  - (d) the person has been convicted and is serving a sentence of imprisonment for an offence against the law of the Commonwealth or of a State or Territory; or
  - (e) 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**

6. (1) If a Governor (other than an *ex officio* Governor):
- (a) ceases to be qualified, under rule 5, 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) without reasonable excuse, fails to comply with his or her obligations in relation to the Endowment or the Board; or
  - (f) in the case of a Governor referred to in paragraph 3 (2) (e)—ceases to be qualified to be appointed as mentioned in the paragraph concerned;

the Governor's office becomes vacant.

#### **Casual vacancies**

7. (1) If a vacancy in the Governorship of the Board occurs under rule 6, that vacancy must be filled in the manner provided by rule 3 for appointing or electing a person to the office.

(2) A person appointed to fill such a vacancy holds office for the remainder of the term of office of the person's predecessor.

#### **President and Senior Vice-President**

8. (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 Senior Vice-President is present, the Senior Vice-President is to preside at the meeting.

### **Executive Officer**

9. (1) The Board may appoint a member of the staff of the University to be the Executive Officer of the Endowment, responsible to the Board for the general administration of the Endowment.

(2) The Executive Officer is the Secretary to the Board and must maintain a record of its proceedings.

### **Meetings**

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

(2) Emergency meetings 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 Senior Vice-President.

(4) Each Governor may vote at meetings of the Board (including the President), and in the event of an equality of votes in relation to any particular resolution, the President (or, in the absence of the President, the Senior Vice-President) is to have a casting vote.

(5) The Board must consider:

- (a) the Annual Report to the Council; and
- (b) appropriate recognition of major donors; and
- (c) activities of the Endowment and its functions.

### **Resolutions without meetings**

11. (1) The President or, in the absence of the President, the Senior 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 each of a majority of the Governors eligible to vote on that resolution signs a document containing 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 pecuniary interest.

### **Disclosure of interests of Governors**

12. (1) A Governor who has a direct or indirect pecuniary 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 Council 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.

(3) For the purpose of making a determination under subrule (2), a Governor who has a direct or indirect pecuniary interest in the matter concerned must not:

- (a) be present during any deliberation of the Board for the purpose of making the determination; or
- (b) take part in making the determination.

### **Delegation to Executive Officer**

13. (1) The Board may delegate all or any of its functions and powers under the Statutes and Rules to its Executive Officer.

(2) The Board may revoke a delegation under this section.

### **Delegation to committee of Board**

14. (1) The Board may delegate all or any of its functions and powers under the Statutes and Rules to the members of a committee consisting of:

- (a) Governors; or
- (b) Governors and other persons.

(2) A function or power so delegated may be performed or exercised by a majority of the members of the committee, acting jointly, and may not otherwise be performed or exercised under the delegation.

(3) The Board may revoke a delegation under this section.

### **Relationship between Council and Board**

15. (1) The Board may make recommendations to the Vice-Chancellor, the nominated person or the Council in relation to its activities.

(2) Nothing prevents the Council from requiring the Board to act in accordance with a resolution of the Council in relation to the functions referred to in subsection 8 (2) of the Statute.

### **Annual Report**

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

(2) The Annual Report is to contain the following matters:

- (a) a list of the present and past Governors;
- (b) the description of the amount of funds currently held in the Endowment in each category of funds;
- (c) a description of the investment profile of these funds in each category;
- (d) a full description of the various uses to which funds in all categories have been put in the preceding year;
- (e) a commentary on the success or otherwise of the application of funds;
- (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 funds in the Endowment;
- (i) any other appropriate information.

## **PART 3—THE ENDOWMENT**

### **Membership**

17. (1) There are to be 5 categories of membership which are signified by the amount of contribution to the Endowment or the amount of contribution by other contributors to the University in support of capital works or the acquisition of major equipment, as the case requires, as follows:

- (a) Chancellor's Special—for contributors of more than \$2,000,000;
- (b) Perpetual—for contributors of less than \$2,000,000 but not less than \$250,000;

- (c) Life—for contributors of less than \$250,000 but not less than \$75,000;
- (d) Distinguished—for contributors of less than \$75,000 but not less than \$25,000;
- (e) Honorary—for other contributors:
  - (i) whose commitment is to fund a scholarship for not less than \$1,000 per year; or
  - (ii) otherwise appointed at the discretion of the Council.

(2) The Board must keep a register of membership of the Endowment.

(3) The Board at its discretion can recommend to the Council appropriate recognition of membership of any category of membership.

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

(5) A person or person's estate retains membership as follows:

- (a) for a Chancellor's Special member—in perpetuity;
- (b) for a Perpetual member—in perpetuity;
- (c) for a Life member—for the life of the donor or, if the donor is not an individual, for 15 years;
- (d) for a Distinguished member—for 5 years;
- (e) for an Honorary member to whom subparagraph 17(1)(e)(i) does not apply and who contributes less than \$25,000 but not less than \$10,000—for 3 years;
- (f) for an Honorary member to whom subparagraph 17(1)(e)(i) does not apply and who contributes less than \$10,000 but not less than \$5,000—for 2 years;
- (g) for an Honorary member to whom subparagraph 17(1)(e)(i) does not apply and who contributes less than \$5,000 but not less than \$1,000—for 1 year;
- (h) for an Honorary member to whom subparagraph 17(1)(e)(i) applies—for the period during which the scholarship to which that subparagraph refers is funded by the contributor.

### **Categories within Endowment**

18. The funds in the Endowment are divided into the following categories:

- (a) scholarships and prizes;
- (b) ANU Excellence and Renewal Program;
- (c) activities of mutual interest with other institutions;
- (d) Foundations.

## **PART 4—SCHOLARSHIPS, PRIZES**

### **Scholarships and Prizes**

19. Each scholarship and prize must be separately identifiable in the Endowment and must be the subject of an entry in the annual report.

### **ANU Excellence and Renewal Program**

20. There are to be established appropriate accounts for the activities of the Endowment, such as support for professorial chairs, conference attendance, establishing of conferences, specific research projects, publication or purchase of books and articles, acquisition of art works, annual lecture series, and application of science to industry.

### **Arrangements with other institutions**

21. The Board may recommend to the Council that the Endowment support or administer activities of mutual interest with institutions other than the University.

[NOTE: The University carries out support functions in relation to several Australia-wide scholarship funds including:

- the Oxford Australia Fund;
- the Cambridge Commonwealth Fellowships;
- the Fulbright Scholarship Fund; and the R.G. Menzies Scholarship Fund.]

## **PART 5—FOUNDATIONS**

[NOTE: The category of Foundations in the Endowment is aimed at recognising major contributions. It will usually be established in a particular discipline or activity (eg. the ANU Law Foundation). The object of this Part is to impart a degree of uniformity to the creation and operation of Foundations.]

### **Governing Body**

22. (1) Each Foundation must have a Governing Body comprising a number of Directors referred to in paragraph 23 (1) (d).

(2) The Governing Body of a Foundation is to be an advisory body and is to make recommendations through the Board to the Council.

### **Charter of Foundation**

23. (1) Each Foundation is to be established by a charter document submitted to Council for approval setting out:

- (a) the name of the Foundation; and
- (b) that the Council is to recognise the Foundation as a Foundation of the University; and
- (c) in detail, the objects and functions of the Foundation; and
- (d) a list of persons who have consented to be Directors (not exceeding 7 without the specific approval of the Council), of whom one must be nominated as the Principal Director of the Foundation.

(2) The Chancellor and the Vice-Chancellor (or their nominees) are to be *ex officio* Directors in addition to the nominated directors.

### **Creation of Foundation**

24. (1) A Foundation comes into existence when the Council resolves to approve the contents of its charter.

(2) A Foundation has the number of Directors referred to in the charter approved by the Council.

### **Operation of Foundations**

25. Rules 26 to 34 apply to the operation of all Foundations approved by the Council.

### **Foundations—Governing Bodies**

26. (1) There must be a Governing Body of the Foundation made up of the people who have consented to be Directors and the two *ex officio* Directors.

(2) The Governing Body must meet at least once every 6 months and at other times as determined by the Governing Body.

(3) The quorum for a meeting of the Foundation is half the number of Directors, including at least one *ex officio* member or his or her nominee.

### **Foundations—Annual Reports**

27. (1) The Governing Body 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 must contain:

- (a) details of all funds held by, or by the Endowment on behalf of, the Foundation; and
- (b) details of all money allocated to the Foundation in the previous year; and
- (c) a list of any changes in the composition of its Governing Body; and
- (d) a statement of projected activities in the coming budget period, including a proposed budget.

### **Foundations—Directors**

28. (1) Unless otherwise approved by the Council, the Principal Director must be elected by persons who have been appointed Directors for not more than 2 years and a person may only be elected Principal Director for a total of 3 consecutive terms.

(2) The appointment of a Director must be approved by the Vice-Chancellor.

(3) A position of Director must be vacated if the person holding the position:

- (a) dies; or
- (b) becomes of unsound mind or whose estate is liable to be dealt with in any way under a law relating to mental health; or
- (c) resigns by notifying the Principal Director; or
- (d) becomes bankrupt; or
- (e) is removed by a resolution of a meeting of the Governing Body; or
- (f) is removed by a resolution of the Council.

### **Foundations—Executive Officer**

29. (1) The Foundation may appoint an Executive Officer on terms and conditions approved by the Vice-Chancellor.

(2) The Executive Officer is accountable to the Governing Body of the Foundation.

### **Foundations—procedures**

30. The Governing Body of a Foundation may determine its own procedures.

### **Foundations—Directors' interests etc**

31. (1) A Director is not entitled to receive any remuneration for acting in that capacity but may be reimbursed for any reasonable expenses incurred in that capacity, subject to the determination of the Governing Body.

(2) A Director must not vote on any transaction in which he or she has an interest or is likely to benefit personally from the transaction and must disclose any conflict of interest to the Governing Body as soon as it arises or when he or she first becomes aware of it.

**Foundations—Financial Year**

32. The financial year of a Foundation is to be the same as for the University.

**Foundations—Use of University name and arms**

33. A Foundation may use the name and arms of the University if:

- (a) the Foundation observes its obligations under the Statute, these Rules and its Charter; and
- (b) the Foundation only uses the name and arms of the University for the purposes of the Foundation; and
- (c) the Foundation does not use arms to promote its objects other than the University arms; and
- (d) the Foundation observes any other relevant statutes, rules or resolutions of the University or the Council as in force from time to time.

**Foundations—dissolution**

34. (1) A Foundation may be dissolved by:

- (a) a special resolution of the Governing Body or an order at any meeting of the members of the Foundation approved by at least 75% of those present at the meeting and who are entitled to vote;
- (b) a resolution of the Council.

(2) If a Foundation is dissolved, any surplus assets or funds allocated to the former Foundation, or held by it or on its behalf, must be allocated to promote other objects of the Endowment in any manner the Council, after taking advice from the Board, thinks fit.

**Funding of Foundations**

35. (1) The Council may, on the recommendation of the Board, allocate funds to a Foundation, or to the Board on behalf of the Foundation, for the purposes of the Foundation.

(2) The Board may recommend to the Council an appropriate means of funding the administration of a Foundation.

(3) The Council may require the Board to supervise the use of the funds allocated to a Foundation.

(4) If a Foundation raises funds otherwise than by allocation of the Council, those funds are to be regarded as University funds allocated for the purposes of the Foundation.

(5) Nothing in these Rules authorises the funding of a Foundation in any way not referred to in this rule.

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