

# **Rules for The Post Graduate Foundation in Veterinary Science - a Centre of the University of Sydney**

**Approved by the Provost and Deputy Vice-Chancellor, effective 4 December 2007**

## **1. Dictionary**

In these Rules:

**Act** means the University of Sydney Act 1989 (as amended) (NSW).

**Advisory Council** means the Advisory Council of the Centre.

**Centre** means The Post Graduate Foundation in Veterinary Science, a Centre of the University.

**Centre Office** means the principal office maintained by the Director from time to time.

**Chief Financial Officer** means the Chief Financial Officer of the University of Sydney.

**Director** means the person duly appointed as Director in accordance with these Rules.

**Governors** means individual members who contribute \$10,000 or more per annum.

**Life Governors** means members who have contributed an amount of \$10,000 or more per annum for 10 consecutive years.

**Members** means members of the Centre as admitted in accordance with clause 12 of these Rules.

**Provost** means the Provost and Deputy Vice-Chancellor of the University.

**Senate** means the Senate of the University of Sydney.

**University Officer (Centres)** means the person appointed in accordance with clause 10.

**Vice-Chancellor** means the Vice-Chancellor of the University of Sydney.

## **2. Establishment of the Centre**

To allow for alignment with its true function, the Provost, has resolved to confirm the establishment of the Centre as an educational Centre (not as a foundation), as part of the University's organisational structure, on the terms set out in these Rules.

## **3. Name of the Centre**

At the present time the name of the Centre will be 'The Post Graduate Foundation in Veterinary Science, a Centre of the University'. The name may be changed following consultation with the Advisory Council and Management Committee and with the final approval of the Provost.

## **4. Object of the Centre and compliance with law**

- 4.1 The object of the Centre (**Object**) shall be to develop and conduct continuing education in veterinary science and related disciplines.
- 4.2 The Centre is authorised for the purposes of its Object, to:
- (a) develop, arrange and conduct educational activities of any kind including (but not limited to) lectures, seminars, conferences, publications, and courses of education for veterinary graduates, the veterinary profession or others, by any mode of delivery, live, electronic, in any part of the World, consistent with the object of the University, for which a charge is made or free of charge;
  - (b) to develop, conduct, support, seek and distribute funds in research areas that advance veterinary practice and veterinary education with particular reference to obligations under the Valentine Charlton bequest and under any future bequests; and
  - (c) provide opportunities for admission as Members of the Centre and participation in the Centre's activities as Members, in accordance with these Rules, of any persons including, but not restricted to veterinary graduates, alumni of the University, representatives of industry, the professions, government or the community, staff and students of the University.
- 4.3 The Centre must comply with the Act, any delegated legislation (such as By-Laws and Rules of the University), University policies and procedures, including the Centre's Policy, Code of Conduct, and with the Delegations of Authority - Administrative Functions as they may be from time to time; and all other applicable legal or policy requirements including the Charitable Fundraising Act 1991 (NSW), and the Fundraising procedures. The Centre may only engage in commercial activities as defined in the Act and in the Guidelines concerning Commercial Activities, if approved in accordance with the Guidelines concerning Commercial Activities and with the Delegations of Authority – Administrative Functions.
- 4.4 The Centre must not engage in any activity, or otherwise conduct its affairs in any way which will or may endanger the tax deductible status of gifts to the University, or the income tax exempt status of the University, or any other exemption or concessional treatment in relation to federal or state taxation.
- 5. Termination of the Centre**
- 5.1 The Provost may determine to terminate the Centre, after appropriate and documented discussion with the Director, Executive Dean of the Faculties of Sciences and Advisory Council, if it appears to the Provost that:
- (a) the Centre is creating an undue risk to the University, including a risk of damage to the reputation of the University; or
  - (b) the Centre is not financially sustainable without recourse to other resources of the University or is depleting the capital of the University.
- 5.2 The Advisory Council may request termination of the Centre, however the ultimate decision to terminate will be determined by the Provost.

- 5.3 If the Centre should ever be terminated, the Provost will ensure that the assets held in relation to the Centre are applied as far as practicable for a purpose or for purposes that reflect the Object of the Centre.

## **6. Management Committee**

- 6.1 The Centre will have a Management Committee which may comprise persons in the following categories:
- (a) Director of the Centre;
  - (b) Executive Dean of the Faculties of Sciences;
  - (c) Dean of Veterinary Science;
  - (d) Director of Business and Finance for the Faculties of Science;
  - (e) Chair of the Advisory Council;
  - (f) one member of the Advisory Council (in addition to the Chair); and
  - (g) any other member co-opted as required.
- 6.2 The Management Committee will interact closely with the Advisory Council and the Director will provide summary reports of meetings to the Advisory Council.
- 6.3 The Management Committee will be responsible for ensuring that the Centre activities are in compliance with the laws, legislation and regulations as laid out in clauses 4.3 and 4.4 of these Rules. The Advisory Council will comply with any direction of the Management Committee required to ensure such compliance.

## **7. Duties of Director**

- 7.1 The Provost will appoint a Director for the Centre, on the recommendation of the Executive Dean of the Faculties of Sciences. The Chair and one other elected member of the Advisory Council will be appointed to the University Selection Committee for appointment of the Director. The Director will be appointed as a staff member of the University and will report to the Executive Dean of the Faculties of Science.
- 7.2 The Director will be responsible for the overall management and day to day operation of the Centre including:
- (a) formulating the strategic objectives and business plan for approval by the Advisory Council;
  - (b) meeting the financial and reporting obligations set out in clause 11.
- 7.3 The Director, in consultation with the Advisory Council, may appoint or engage persons or entities to assist the Centre in its operations.
- 7.4 The Director will be reviewed annually in accordance with University policy. Comments from the Advisory Council in relation to the Director's performance will be considered.

## **8. Advisory Council**

- 8.1 The Centre will have an Advisory Council (with at least 6 but no more than 15 members) which will be responsible for advising the Director with respect to:
- (a) the strategic objectives and business plan presented by the Director to the Advisory Council annually;
  - (b) the performance of the Centre in achieving its objectives, business plan and annual budgets;
  - (c) the operation of the Centre;
  - (d) the management of the Centre's activities and resources;
  - (e) the strategies, policies and procedures to be adopted by the Centre;
  - (f) strategies for ensuring the financial viability and sustainability of the Centre; and
  - (g) Centre annual budgets.
- 8.2 The Advisory Council will consist of members appointed by the Provost on the advice of the Executive Dean of the Faculties of Sciences on the basis of their capacity to contribute to the effective working of the Council by having necessary expertise and experience, an appreciation of the role, values and independence of the University and the capacity to appreciate what the University needs from the external community, and the external community needs from the University, through the activities of the Centre. Recommendations for appointment of members and the Chair of the Advisory Council will be submitted to the Executive Dean of the Faculties of Sciences by the Director and the Chair of the Advisory Council on the basis of nomination and subsequent election by members of the Centre at an annual general meeting of the Centre.
- 8.3 Members of the Council may be individual persons in the following categories:
- (a) Advisory Council members selected in accordance with clause 8.2;
  - (b) Executive Dean of the Faculties of Science;
  - (c) Dean of the Faculty of Veterinary Science;
  - (d) Director of Business and Finance for the Faculties of Science; and
  - (e) A Chair to be appointed on the recommendation of the members of the Management Committee (other than the Chair itself), and usually a person from outside the University.
- 8.4 The Provost may, at any time, after consultation with the Executive Dean of the Faculties of Science, remove a member of the Advisory Council if that member is not operating in the best interests of the Centre or is creating an undue risk to the University, including a risk of damage to the reputation of the University.
- 8.5 The Advisory Council shall determine how often it is to meet (but not less than quarterly), and the procedures for Council meetings. The Advisory Council may meet and conduct business notwithstanding that there may be one or more vacancies on the Advisory Council.

- 8.6 No Advisory Council member is entitled to receive any remuneration for acting in that capacity except reasonable remuneration on a basis which has been first approved in writing by the Provost.
- 8.7 An Advisory Council member may be reimbursed for any reasonable expenses he or she incurs with the prior consent of the Director.
- 8.8 Any person who is appointed to the Advisory Council after these Rules take effect, other than the Director, and who remains an Advisory Council member for an aggregate period of 12 years will at the end of that period cease to hold office as a Advisory Council member, and will not be eligible for re appointment or re election except with the approval of the Provost.
- 8.9 The Director must:
- (a) attend, speak, report to and participate in all Advisory Council meetings;
  - (b) be given the same notice of any Advisory Council meetings and the same accompanying documents as the members of the Advisory Council,
- but will not be entitled to vote or to be counted in the quorum at any meeting of the Advisory Council.
- 8.10 Life Governors and Governors who are not members of the Advisory Council may attend Advisory Council meetings as an ‘Observer’. An Observer shall be given the same notice of any Advisory Council meeting and the same accompanying documents as the members of the Advisory Council and will be entitled to attend and speak at Advisory Council meetings, but will not be entitled to vote or to be counted in the quorum at any meeting of the Advisory Council.
- 8.11 A resolution of the Advisory Council is of no effect unless a quorum is present at the time when the resolution is put to the vote or otherwise agreed. The quorum for a meeting of the Council shall be four Council members of whom at least one is an ex officio Council member of the University, or shall be such larger number of Council members (always including) an ex officio Council member of the University or his or her representative) as the Advisory Council may determine.

## **9. Office Bearers**

- 9.1 Office bearers of the Centre may be elected by the members of the Centre in general meeting, in accordance with procedures determined by the Advisory Council, or may be appointed by the Advisory Council, or some may be so elected and some may be so appointed, as determined by the Advisory Council.
- 9.2 An office bearer may be elected or appointed for any period determined by the Council (not exceeding 5 years) but will be eligible for re election or re appointment at the expiration of any period of election or appointment.
- 9.3 At the first meeting of the Council following each annual general meeting, except in respect of office bearers already elected or appointed and whose period of election or appointment is not due to expire until the next subsequent annual general meeting or later, the Council must appoint such office bearers from among its members as the Council may decide, to exercise such functions as the Council from time to time may determine.

9.4 The Council may determine that office bearers be known by such titles as the Council may decide.

## **10. University Officer (Centres)**

10.1 The Provost will appoint a University Officer (Centres) for the Centre, who must be an officer of the University who is a delegate of the Senate, authorized to exercise functions pursuant to the University's Delegations of Authority - Administrative Functions.

10.2 The University Officer (Centres) will be responsible for exercising any administrative functions delegated by Senate as appropriate in accordance with the University's Delegations of Authority - Administrative Functions including the appointment or engagement of persons or entities to assist the Centre in its operations and any fundraising. The University Officer (Centres) must also ensure that the Centre's conduct is in accordance with the University's policies and procedures.

## **11. Financial and Reporting Obligations**

11.1 The nature and terms of activities conducted by or through the Centre which create legally binding obligations on the part of the University (for example, by agreement, by representations or by specifying purposes) must first be approved in writing in accordance with the Delegations of Authority -Administrative Functions.

11.2 The Director must:

- (a) ensure that any research funds are acquitted in accordance with the terms required by the relevant funding body;
- (b) ensure that any gifts are accepted under the direction of the Deputy Vice-Chancellor (Community) and in accordance with the Delegations of Authority;
- (c) establish and maintain proper accounting records and systems of financial control, in accordance with University policies and procedures from time to time, and as directed by the Chief Financial Officer;
- (d) ensure that a budget for each ensuing financial year is prepared in respect of the Centre in accordance with Budget Guidelines issued from time to time by the Chief Financial Officer;
- (e) provide to the Executive Dean of the Faculties of Science an annual report that includes:
  - (1) a summary of the Centre's activities in relation to the identified objectives and targets;
  - (2) a statement of financial performance;
  - (3) a statement of in-kind contributions;
  - (4) details of any publications, research projects associated with the Centre during the previous year;
  - (5) details of significant changes to the Advisory Council or other significant managerial or personnel changes;

- (6) a record of the meetings of the Advisory Council and Management Committee;
- (f) provide such other updates or reports as required by the Executive Dean of Science or the University Officer (Centres) from time to time.

11.3 The financial year of the Centre is the same as the financial year of the University.

11.4 The Director is responsible for ensuring that the Centre meets all costs of conducting and maintaining its operations without drawing on, depending on or committing other University income or capital resources except as approved in writing in advance by the Provost.

## **12. Membership**

12.1 The Advisory Council is free to admit persons or bodies as members of the Centre and determine in what circumstances membership ceases.

12.2 Members of the Centre may be of different descriptions and carry different titles, such as ordinary, honorary, life, governors, life governors, honorary life governors, or otherwise, and on such conditions as to admission to membership, financial contribution and participation in Centre activities (including meetings) as the Advisory Council from time to time may determine.

12.3 Membership of the Centre confers no personal legally enforceable right, benefit or entitlement on any member.

12.4 The Director is responsible for ensuring that a register of members of the Centre is maintained, stating each member's name and address (as notified by the member from time to time), class of membership (if applicable) and the date on which that member became, or ceased to be, a member.

12.5 A corporation, partnership, association or other entity which is a member may in writing to the Advisory Council nominate a person as its representative for purposes of voting in general meetings of members, and/or availability for election or co option as a member, of the Advisory Council.

## **13. General Meetings**

### *Convening General Meetings*

13.1 The Advisory Council must convene an annual general meeting of members of the Centre to be held in each calendar year on or before a date prescribed from time to time by the Provost. The Director must present to that meeting the annual report and financial statements in respect of the Centre for the financial year most recently completed.

13.2 The Advisory Council may convene a general meeting of members at any time, and must convene a general meeting of members if the Provost or at least five members so request in writing.

13.3 A general meeting may be held at two or more venues simultaneously using any technology that gives the members as a whole a reasonable opportunity to participate.

13.4 The Advisory Council may postpone or cancel any general meeting at any time prior to the day of the meeting, but must give notice of the postponement or cancellation to all

members. Such a postponement shall be for a period not exceeding 60 days after the day scheduled for the meeting as stated in the notice of general meeting.

- 13.5 A notice of a general meeting must describe the time and place of the meeting and the general nature of the business to be transacted. At least 14 clear days' notice of a general meeting must be given to the members.
- 13.6 A resolution of the Centre is not invalid because a member is not given, or does not receive, notice of the meeting at which that resolution is made.

#### *Quorum*

- 13.7 No business may be transacted at a general meeting unless a quorum of financial members is present throughout the meeting. A quorum consists of not less than 6 members, or such other number of members (and in such categories) as may be determined by the Council, provided that one member must be an ex officio member of the University.
- 13.8 If a quorum is not present at a meeting within 30 minutes after the time nominated in the notice of meeting, or such longer period as the Council from time to time may determine, the meeting is dissolved.

#### *Chairperson*

- 13.9 Any person for the time being holding office as chairperson (or other office whose functions include chairing general meetings of members) is entitled to chair all meetings of members, or, in the absence of the chairperson, the deputy chairperson (or holder of equivalent office) or, in the absence of both, a person elected by the members who are present at the meeting.
- 13.10 The conduct of each general meeting of the Centre and the procedures to be adopted at the meeting will be determined by the chairperson of the meeting including, if applicable, the procedure for the conduct of the election of any elected members of the Council.
- 13.11 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question and no vote may be taken by the members on any such determination.

#### *Adjournment of General Meetings*

- 13.12 The chairperson of a meeting at which a quorum is present may, in the discretion of the chairperson, adjourn a meeting and must adjourn the meeting if the meeting directs the chairperson to do so. An adjournment must be for a period not exceeding 30 days.

#### *Decisions of General Meetings*

- 13.13 A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 13.14 The Advisory Council and the Management Committee will take note of but are not bound by, any resolution of members.
- 13.15 A resolution put to the vote of a meeting is to be decided on a show of hands unless a poll is directed by the chairperson of the meeting.
- 13.16 A poll will be taken when and in the manner that the chairperson of the meeting directs.

- 13.17 The chairperson of the meeting may determine any dispute about the admission or rejection of a vote, and such determination will be final and conclusive.
- 13.18 Every member has one vote on a show of hands and on a poll.
- 13.19 The chairperson of the meeting does not have a casting vote.

#### *Votes by Proxy*

- 13.20 A member may appoint a proxy (who need not be a member) to attend and vote at a general meeting on that member's behalf.
- 13.21 A proxy may vote or abstain as he or she chooses except that the proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- 13.22 A proxy's appointment is valid at an adjourned meeting.
- 13.23 A written appointment of a proxy or attorney must be received at the Centre's Office not less than 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before the time appointed for holding the meeting or adjourned meeting at which the appointee proposes to vote.
- 13.24 If the appointment purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be deposited at the Centre Office.
- 13.25 An appointment of a proxy or attorney is taken to have been received at the Centre Office if it is received at a place, facsimile number or electronic address, and is authenticated in a manner specified for the purpose in the notice of meeting.
- 13.26 A vote cast in accordance with an appointment of proxy or power of attorney is valid unless any written notification of the death, mental incapacity or revocation of the appointor was received at the Centre Office before the relevant meeting or adjourned meeting.

## **14. Notices**

- 14.1 A notice to a Member is deemed to be duly served on personal delivery or on the third day after posting to the address of the member appearing in the Centre's register of members.
- 14.2 Any signature on a notice may be written, typed or printed.

## **15. Review**

- 15.1 The Centre will be reviewed by the University at any time and at intervals of not less than five years. The University shall be entitled to access to all documents and records of the Centre in order to carry out its review.

## **16. Transition**

- 16.1 The first application of these Rules to the Centre will not alter the existing membership of the Advisory Council, the existing office bearers, or membership of the Centre.

- 16.2 Within 3 months after the first application of these Rules to the Centre, the Advisory Council will meet to determine those changes (if any) that need to be made to the Advisory Council membership, office bearers or membership of the Centre in order for the Centre to comply fully with the Rules and will take action to ensure that any necessary changes are made.
- 16.3 Where at the time of the first application of these Rules to the Centre the Advisory Council has more than 15 members, the Advisory Council may continue with that larger number and no member of the Advisory Council will be compelled to retire by reason only of the application of these Rules. However in that case, the Advisory Council will endeavour to reduce the membership of the Advisory Council to not more than 15 over such period as the Advisory Council deems appropriate.