

## Nutrition Research Foundation

### Rules

#### 1. Dictionary

In these Rules:

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

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

**Council** means the Council of the Foundation.

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

**Division** means a division of the Foundation, established in accordance with these Rules.

**Divisional Council** means the Council of any Division.

**Foundation** means the Nutrition Research Foundation.

**Foundation Office** means the principal office maintained by the University Officer (Foundations) from time to time.

**Group Secretary** means the Group Secretary of the University of Sydney.

**Members** means members of the Foundation as admitted in accordance with clause 11 of these Rules.

**Observer** means a person appointed in accordance with clause 6.20.

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

**University Officer (Foundations)** means a person appointed in accordance with clause 9.1.

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

#### 2. Establishment of the Foundation

The Senate, as the governing authority of the University, has resolved to establish the Foundation, (or where the Foundation has existed prior to these Rules, to confirm the establishment of the Foundation by the Senate) as part of the University's organisational structure on the terms set out in these Rules.

#### 3. Name of the Foundation

The name of the Foundation is the Nutrition Research Foundation.

#### 4. Object of the Foundation and compliance with law

4.1 The object of the Foundation (**Object**) shall be to increase the resources of the University (by fundraising or by otherwise securing gifts and grants or by securing the provision of services or other non-financial contributions, including community engagement) to assist the Senate and the Vice-Chancellor in the promotion of the object of the University in relation to the field of human nutrition, through the Human Nutrition Unit of the School of Molecular Bioscience. Without limiting or restricting the generality of the foregoing, the main aims of the Foundation are to:

- (a) foster and support research in human nutrition;
- (b) to strengthen links with industry and the health sectors;
- (c) to provide a forum for the exchange of research findings; and
- (d) to aid research scholars working in the field of human nutrition.

4.2 The Foundation is authorised for the purposes of its Object, to:

- (a) seek to acquire by gift, bequest or devise to the University, property (including money, land, goods, services and other rights or benefits) (**Resources**) subject to prior written approval of each acquisition (being an approval of the specific acquisition or approval of a program of acquisitions of which the specific acquisition forms part), in accordance with the University's Delegations of Authority - Administrative Functions Rule 2010 (as they may be from time to time);
- (b) provide advice to the Human Nutrition Unit of the School of Molecular Bioscience about the application of any Resources;
- (c) provide opportunities for admission as Members of the Foundation and participation in the Foundation's activities as Members, in accordance with these Rules, of any persons including, but not restricted to, alumni of the University, representatives of industry, the professions, government or the community, staff and students of the University;
- (d) recommend to the University Officer (Foundations) particular purposes (within the scope of the Foundation's Object) for which the Foundation may seek to acquire Resources, including for example (but not limited to) libraries, conferences, seminars, lectures, publications, scholarships, grants to undergraduate or post-graduate students, travelling scholarships, travel by scholars, researchers or teachers, secondments, visiting scholar programs, acquisition of equipment, relationships with alumni, industry, the professions, government or the community, the purchase or construction of buildings or other facilities;
- (e) encourage philanthropy and other charitable activity in support of the Object;
- (f) arrange or conduct activities such as lectures, seminars, conferences, publications or any other such activities, consistent with the object of the University, for which a charge is made or free of charge, on condition that approval of the University Officer (Foundations) is given either to the specific activity or to a program which includes the specific activity;

- (g) arrange sponsorship with external organisations consistent with the Object, on condition that approval is given either to the specific sponsorship activity or to a program which includes the sponsorship activity in accordance with the Delegations of Authority – Administrative Functions Rule (as they may be from time to time); and
- (h) arrange partnerships with external organisations or bodies consistent with the Foundation’s Object, on condition that approval is given to the partnership in accordance with the Delegations of Authority – Administrative Functions Rule (as they may be from time to time).

4.3 The Foundation must comply with the Act, any delegated legislation (such as By-Laws and Rules of the University), University policies and procedures, including the Code of Conduct, External Interests Policy, and with the Delegations of Authority - Administrative Functions Rule (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 Foundation must not engage in commercial activities as defined in the Act and in the Guidelines concerning Commercial Activities. The Foundation 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 Foundation**

- 5.1 The Senate may terminate the Foundation at the request of the Council, or alternatively after due consultation with the Council and due consideration of the circumstances and of any representations on the part of the Council.
- 5.2 The Vice-Chancellor may recommend to the Senate the termination of the Foundation if it appears to the Vice-Chancellor that:
  - (a) the Foundation is creating an undue risk to the University, including a risk of damage to the reputation of the University; or
  - (b) the Foundation is not contributing sufficiently or effectively to the resources (financial or non financial) of the University; or
  - (c) the Foundation is not financially sustainable without recourse to other resources of the University or is depleting the capital of the University.
- 5.3 The Senate, as the governing authority of the University, at any time may terminate the Foundation if requested by the Council, or after consultation with the Council, or if so recommended by the Vice-Chancellor. However the Senate may also terminate the Foundation at any time without any such request, consultation or recommendation if the Senate considers it necessary or desirable to do so.
- 5.4 If the Foundation should ever be terminated, the Senate will ensure that the assets held in relation to the Foundation are applied as far as practicable for a purpose or for purposes that reflect the Object of the Foundation.

## 6. Council

6.1 The Foundation must have a Council (with at least 6 but no more than 18 members,) which will be responsible for advising the University Officer (Foundations) with respect to:

- (a) the performance of the Foundation in achieving its objectives;
- (b) the operation of the Foundation;
- (c) the management of the Foundation's activities and resources;
- (d) the strategies, policies and procedures to be adopted by the Foundation;
- (e) strategies for ensuring the financial viability and sustainability of the Foundation;
- (f) Foundation budgets; and
- (g) the identification and management of actual or contingent risks to the University associated with the activities of the Foundation including risks of:
  - (i) adverse financial loss or consequences;
  - (ii) legal liability, including liability in relation to occupational health and safety and discrimination;
  - (iii) damage to the University's reputation;
  - (iv) impairment of the University's ability properly to perform its functions; and
  - (v) real or apparent maladministration, corruption or lack of probity.

6.2 Members appointed to the Council should be selected 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 Foundation. It is essential that, unless Senate otherwise agrees:

- (a) at least one member of the Council has financial expertise (as demonstrated by relevant qualifications and experience);
- (b) at least half of the members of the Council are not University employees or its agents or contractors or former University employees or its agents or contractors and less than three (3) years has passed since ceasing employment or engagement with the University
- (c) a majority of the members of the Council be independent of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their judgement in the interests of the University.

6.3 Members of the Council may be individual persons in the following categories:

- (a) Ex officio members of the University being the University Officer (Foundations) and the Deputy Vice-Chancellor or their nominee;

- (b) Ex officio Council members, being all office bearers of the Foundation;
  - (c) Council members co opted by the Council, each of whom shall continue (subject to clause 6.16) as a member of the Council until expiry of the period (if any) for which the co opted member was appointed, or the member's written resignation as a Council member is accepted by the Council or removal from office in accordance with clause 6.7;
  - (d) Council members elected by the Members (up to such number, subject to clause 6.1, as the Council may approve) each of whom shall continue (subject to clause 6.16) as a member of the Council until expiry of the period for which the elected member was elected, or the member's written resignation as a Council member is accepted by the Council or removal from office in accordance with clause 6.7.
- 6.4 Each ex officio member of the Council shall continue as a member of the Council until ceasing to hold that office or appointment.
- 6.5 The members of the Council must include the ex officio members of the University referred to in clause 6.3(a).
- 6.6 The Chancellor and the Vice-Chancellor must be sent notice of all meetings of the Council and are at liberty to attend any meeting of the Council in person (but may not vote) or to appoint a representative who may attend on their behalf (but may not vote). The ex officio Council members of the University may also attend in person and will be entitled to vote or may appoint a representative who may attend on their behalf and may vote.
- 6.7 The Senate at any time may remove a member of the Council. A member so removed will be entitled to be informed by the Senate of the reasons for the removal. The Senate may but is not required otherwise to publish those reasons.
- 6.8 The Council shall determine how often it is to meet, and the procedures for Council meetings. Council meetings shall be conducted in accordance with Schedule A unless the Council determines otherwise.
- 6.9 The Council may meet and conduct business notwithstanding that there may be one or more vacancies on the Council.
- 6.10 The Council is at liberty to establish one or more sub-committees or consultative or advisory committees, to which the Council may appoint persons other than Council members but which must in each case include at least one Council member. The Council must determine the name, terms of reference and procedures of any sub-committee or consultative or advisory committee so established.
- 6.11 There shall be a Nomination Committee of the Council
- (a) The Nomination committee will serve the purpose of:
    - (i) identifying new members who may contribute to the Council or replace retiring members;
    - (ii) reviewing nominations for members against the required skills; and
    - (iii) making recommendations to the Council.

- (b) The Council may appoint persons other than Council members to the Nomination committee but the Nomination Committee must include at least one Council member. The Council must determine the terms of reference and procedures of the Nomination Committee.
  - (c) Appointments to the Nomination Committee may be for a 3 year term. If a person is appointed to the Nomination Committee for a 3 year term, that person will not be eligible for re-appointment to the Nomination Committee until after the Foundation's next annual general meeting.
- 6.12 A resolution of the 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 the University Officer (Foundations) (or his or her representative), or shall be such larger number of Council members (always including the University Officer (Foundations) or his or her representative) as the Council may determine.
- 6.13 No Council member is entitled to receive any remuneration for acting in that capacity except reasonable remuneration on a basis which has been approved in writing by the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.14 A Council member may be reimbursed for any reasonable expenses he or she incurs with the prior consent of the University Officer (Foundations).
- 6.15 Council members shall comply with the Act, any delegated legislation (such as By-Laws and Rules of the University), University policies and procedures, including the External Interests Policy, Code of Conduct, and with the Delegations of Authority - Administrative Functions Rule (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
- 6.16 Subject to clause 6.17, any person who is co-opted or elected to the Council, other than an ex officio Council member of the University, will remain a Council member for a maximum 3 terms of 3 years and at the end of those terms will cease to hold office as a Council member, and will not be eligible for re-appointment or re-election except with the approval of the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.17 A Nomination Committee may in its sole discretion approve a nomination for re-appointment or re-election of a Council member for a further term of up to 3 years provided such approval is granted in accordance with the Nomination Committee's terms of reference and approval is then granted by the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.18 The Senate will take note of, but is not bound by, any resolution of the Council.
- 6.19 The Group Secretary shall be given the same notice of any Council meeting and the same accompanying documents as the members of the Council and will be entitled to attend (or appoint a nominee to attend), and speak at Council meetings, but will not be entitled to vote or be counted in the quorum at any meeting of the Council.
- 6.20 An Observer may be invited to a Council meeting by a University Officer (Foundations). An Observer shall be given the same notice of any Council meeting and the same accompanying documents as the members of the Council and will be entitled to attend (or

appoint a nominee to attend), and speak at Council meetings but will not be entitled to vote or to be counted in the quorum at any meeting of the Council.

## **7. Establishment and Termination of Divisions**

- 7.1 The Senate, as the governing authority of the University, may resolve to establish a Division of the Foundation on the recommendation of the Council, known by such name or names as the Senate may determine, as part of the University's organisational structure on the terms set out in these Rules.
- 7.2 The Senate may terminate a Division at the request of the Council, or alternatively after due consultation with the Council and due consideration of the circumstances and of any representations on the part of the Council or the Division.
- 7.3 The Vice-Chancellor may recommend to the Senate the termination of a Division if it appears to the Vice-Chancellor that:
- (a) the Division is creating an undue risk to the University, including a risk of damage to the reputation of the University; or
  - (b) the Division is not contributing sufficiently or effectively to the resources (financial or non financial) of the University; or
  - (c) the Division is not financially sustainable without recourse to other resources of the University or is depleting the capital of the University.
- 7.4 The Senate, as the governing authority of the University, at any time may terminate a Division if requested by the Council, or after consultation with the Council, or if so recommended by the Vice-Chancellor. However the Senate may also terminate the Division at any time without any such request, consultation or recommendation if the Senate considers it necessary or desirable to do so.
- 7.5 If the Division should ever be terminated, the Senate will ensure that the assets held in relation to the Division are applied as far as practicable for a purpose or for purposes that reflect the Object of the Division.
- 7.6 A Division established in accordance with these Rules will be governed by the Division Rules set out in Schedule 1.
- 7.7 A Division will be responsible for advising the Council and carrying out such other functions (including reporting to the Council) as the Council determines is necessary to enable the Foundation to fulfil its obligations to the Senate.

## **8. Office Bearers**

- 8.1 Office bearers of the Foundation may be elected by the members of the Foundation in general meeting, in accordance with procedures determined by the Council, or may be appointed by the Council, or some may be so elected and some may be so appointed, as determined by the Council.
- 8.2 Subject to clause 8.3, an office bearer may be elected or appointed for any period determined by the Council not exceeding 3 terms of 3 years. At the expiration of 9 years or at the expiration of any period of election or appointment, whichever is the longer, the Office bearer will cease to hold office as an office bearer, and will not be eligible for re-

appointment or re-election as an office bearer, except with the approval of the Vice-Chancellor on the recommendation of the University Officer (Foundations).

- 8.3 The Nomination Committee may in its sole discretion approve a nomination for re-appointment or re-election of an office bearer for a further term of up to 3 years provided such approval is granted in accordance with the Nomination Committee's terms of reference and with the Vice-Chancellor's approval on the recommendation of the University Officer (Foundations).
- 8.4 At the first meeting of the Divisional 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 Divisional Council must appoint such Office bearers from among its members as the Divisional Council may decide, to exercise such functions as the Divisional Council from time to time may determine.
- 8.5 The Council may determine that office bearers be known by such titles as the Council may decide.
- 8.6 The Council may appoint a Director of the Foundation. The appointment, role, responsibility and remuneration of any Director of the Foundation so appointed must first be approved by the Deputy Vice-Chancellor.

## **9. Duties of University Officer (Foundations)**

- 9.1 The Deputy Vice-Chancellor will appoint a University Officer (Foundations) for the Foundation, 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 Rule. The Deputy Vice-Chancellor ordinarily must appoint the person who is the Dean of the Faculty most closely associated with the Foundation as University Officer (Foundations) but after consultation with the Council, may appoint an officer of the University holding the position of Head of School (or person holding another suitable position) to that role, if the Deputy Vice-Chancellor considers that this would be more appropriate in the particular circumstances of the Foundation.
- 9.2 The Deputy Vice-Chancellor will ordinarily appoint the same person as the University Officer (Foundations) for each Division as is appointed for the Foundation.
- 9.3 The University Officer (Foundations) will be responsible for exercising any functions of administrative authority delegated by Senate as appropriate in accordance with the University's Delegations of Authority - Administrative Functions Rule.
- 9.4 The University Officer (Foundations) must ensure that the Foundation's conduct is in accordance with the University's policies and procedures.
- 9.5 The University Officer (Foundations) is responsible for ensuring that any agreement, representation or purpose specified in relation to each fundraising activity is fully complied with.
- 9.6 The University Officer (Foundations), in consultation with the Council, may appoint or engage persons or entities to assist the Foundation in its operations.

## **10. Financial and Reporting Obligations**

- 10.1 The nature and terms of fundraising activities conducted by or through the Foundation which create legally binding obligations on the part of the University (for example, by agreement, by representations or by specifying purposes) with respect to application of the monies raised, and which may be "fundraising appeals" within the meaning of the Charitable Fundraising Act 1991 (NSW) must first be approved in writing in accordance with the Delegations of Authority -Administrative Functions Rule.
- 10.2 All gifts and bequests made to or through the Foundation constitute funds or assets of the University. Approval to accept gifts and bequests and approval to carry out any conditions of such gifts and bequests must be obtained in accordance with the Delegations of Authority -Administrative Functions. The University will seek to ensure that when applying a gift its use will reflect as completely as possible the wishes of the donor.
- 10.3 The Council must provide the University with record of any sponsorship or partnership activities undertaken by the Divisional Council in the manner requested by the University from time to time.
- 10.4 The University Officer (Foundations) must:
  - (a) ensure that all funds raised by or through the Foundation and monetary gifts are deposited promptly to the credit of bank accounts of the University as specified by the Chief Financial Officer;
  - (b) 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; and
  - (c) cause the accounts of the Foundation to be prepared and made out as at the end of the financial year of the University preceding the next annual general meeting of the Foundation.
- 10.5 The Council is responsible for ensuring that a consolidated budget for each ensuing financial year is prepared in respect of the Foundation and any Divisions in accordance with Budget Guidelines issued from time to time by the Chief Financial Officer.
- 10.6 The Council is responsible for ensuring that an annual report and consolidated financial statements in respect of the Foundation and any Divisions for the financial year most recently completed, approved by the Council, is provided to the Chief Financial Officer for submission to the Senate within three months of the end of each financial year. The annual report must describe the Foundation's strategy for achieving the Foundation's objectives, progress in achieving those objectives and the Foundation's financial performance, in a form required by the Deputy Vice-Chancellor.
- 10.7 The accounts of the Foundation must be furnished to all members of the Council not less than 21 days before the date of the next annual general meeting at which those accounts are due to be presented.
- 10.8 The financial year of the Foundation is the same as the financial year of the University.
- 10.9 The Council is responsible for ensuring that the Foundation 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 University Officer (Foundations) or the Deputy Vice-Chancellor.

- 10.10 The Internal Audit and Review Office of the University or its representative may review the continuing financial viability of the Foundation and any Divisions, at any time and will do so at intervals of not less than three years; and shall be entitled to access to all documents and records of the Foundation in order to carry out its review.
- 10.11 Each Division must co-operate with the Council (including by the provision of all information to the Council) to enable the Council to discharge its obligation under this clause 10.

## **11. Membership**

- 11.1 The Council is free to admit persons or bodies as Members of the Foundation and determine in what circumstances membership ceases.
- 11.2 Members of the Foundation 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 Foundation activities (including meetings) as the Council from time to time may determine.
- 11.3 Membership of the Foundation confers no personal legally enforceable right, benefit or entitlement on any member.
- 11.4 The University Officer (Foundations) is responsible for ensuring that a register of members of the Foundation 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.
- 11.5 A corporation, partnership, association or other entity which is a member may in writing to the 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 Council.

## **12. General Meetings**

General Meetings of Members shall be conducted in accordance with Schedule B

## **13. Notices**

- 13.1 A notice to a Member is deemed to be duly served on either:
- (a) personal delivery;
  - (b) the third day after posting to the address of the member appearing in the Foundation's register of members; or
  - (c) where sent by email:
    - (i) when the sender receives an automated message confirming delivery; or
    - (ii) four hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered,
- whichever happens first.

13.2 Any signature on a notice may be written, typed or printed.

13.3 Where the notice is sent by email the email must state the first and last name of the sender.

**14. Variation of these Rules**

14.1 The Senate may resolve to vary these Rules from time to time.

Rules approved by Senate on 19 June 2006, effective as of 1 July 2006.

Rules amended by Senate on 21 March 2011, effective as of 1 April 2011.

## Schedule A

### **1. Convening Council Meetings**

- 1.1 The Council must convene an annual general meeting of members of the Council to be held from time to time by a date prescribed by the by the Deputy Vice Chancellor.
- 1.2 The Council must convene an annual budget meeting of Council to be held in each calendar year on or before a date prescribed from time to time by the Chief Financial Officer. The Council must present to that meeting the draft budget for the next financial year.
- 1.3 The Council may convene other meetings of the Council at any time, and must convene a meeting, if the Deputy Vice-Chancellor or at least five members of the Council (or in the case of a Division, at least five members of the Division) so request in writing.
- 1.4 A Council meeting may be held at two or more venues simultaneously using any technology that gives the councillors as a whole a reasonable opportunity to participate,
- 1.5 The Chair may postpone or cancel any meeting at any time prior to the day of the meeting, but must give notice of the postponement or cancellation to all members of the council. 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 the council meeting.
- 1.6 A notice of a Council 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 of the Council.
- 1.7 A resolution of the Council is not invalid because a member of the Council is not given, or does not receive, notice of the meeting at which that resolution is made.

### **2. Quorum**

- 2.1 No business may be transacted at a council meeting unless a quorum of members is present throughout the meeting. A quorum consists of not less than 4 councillors, or other number of councillors as may be determined by the Council, provided that one member must be an ex-officio member of the University.
- 2.2 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 shall be dissolved.

### **3. Chairperson**

- 3.1 Any person for the time being holding office as chairperson (or other office whose functions include chairing general meeting of members) is entitled to chair all meetings of Council, 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 Council who are present at the meetings.

- 3.2 The conduct of each Council meeting of the Foundation and the procedures to be adopted at the meeting will be determined by the chairperson of the meeting.
- 3.3 If there is a dispute at a council meeting about a question of procedure, the chairperson of the meeting may determine the question and no vote may be taken by the councillors on any such determination.

#### **4. Decisions of Council Meetings**

- 4.1 A resolution or recommendation is carried if a majority of the votes cast on the resolution or recommendation are in favour of the resolution or recommendation.
- 4.2 A resolution or recommendation 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.
- 4.3 A poll will be taken when and in the manner that the chairperson of the meeting directs.
- 4.4 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.
- 4.5 Every member has one vote on a show of hands and on a poll.
- 4.6 The chairperson of the meeting does not have a casting vote.

#### **5. Written Resolutions**

- 5.1 The members of the Council may pass a resolution without a Council meeting being held if all the members of the Council entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last member of the Council entitled to vote on the resolution signs.
- 5.2 For the purposes of clause 5.1, separate copies of a document may be used for signing by members of the Council if the wording of the resolution and statement is identical in each copy.
- 5.3 Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification.

## Schedule B

### **1. Convening General Meetings of Members**

- 1.1 The Council must convene an annual general meeting of Members of the Foundation to be held in each calendar year on or before a date prescribed from time to time by the Deputy Vice Chancellor. The Council must present to that meeting the annual report and consolidated financial statements in respect of the Foundation and any Division for the financial year most recently completed.
- 1.2 The business of an annual general meeting must include the election of members to the Council.
- 1.3 The Council may convene a general meeting of Members or of Members of a Division at any time, and must convene a general meeting of Members or of Members of a Division, if the Deputy Vice-Chancellor or at least five members (or in the case of a Division, at least five members of the Division) so request in writing.
- 1.4 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,
- 1.5 The Council may postpone or cancel at any time prior to the day of the meeting, but must give notice of the postponement or cancellation to all Members (or in the case of a meeting of Members of a Division, notice to all Members of the Division). 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.
- 1.6 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.
- 1.7 A resolution of the Foundation is not invalid because a Member is not given, or does not receive, notice of the meeting at which that resolution is made.

### **2 Quorum**

- 2.1 No business may be transacted at a general meeting unless a quorum of members is present throughout the meeting. A quorum consists of not less than 6 Members, or 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.
- 2.2 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 shall be dissolved.

### **3 Chairperson**

- 3.1 Any person for the time being holding office as chairperson (or other office whose functions include chairing general meeting 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 meetings.

- 3.2 The conduct of each general meeting of the Foundation 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.
- 3.3 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.

#### **4. Adjournment of General Meeting**

- 4.1 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.

#### **5. Decisions of General Meetings**

- 5.1 A resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 5.2 The Council will take note of but is not bound by any resolution of Members.
- 5.3 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.
- 5.4 A poll will be taken when and in the manner that the chairperson of the meeting directs.
- 5.5 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.
- 5.6 Every Member has one vote on a show of hands and on a poll.
- 5.7 The chairperson of the meeting does not have a casting vote.

#### **6. Votes by Proxy**

- 6.1 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.
- 6.2 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.
- 6.3 A proxy's appointment is valid at an adjourned meeting.
- 6.4 A written appointment of a proxy or attorney must be received at the Foundation'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.

- 6.5 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 Foundation Office.
- 6.6 An appointment of a proxy or attorney is taken to have been received at the Foundation 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.
- 6.7 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 Foundation Office before the relevant meeting or adjourned meeting.

## SCHEDULE 1

### Division Rules

#### 1. Dictionary

In these Rules:

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

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

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

**Divisional Council** means the Council of the Division.

**Division** means the [*insert Foundation*], a division of the Foundation, established in accordance with these Rules.

**Division Office** means the principal office maintained by the University Officer (Foundations) from time to time.

**Foundation** means the Nutrition Research Foundation.

**Foundation Council** means the council of the Nutrition Research Foundation.

**Members** means members of the Division as admitted in accordance with clause 10 of these Rules.

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

**University Officer (Foundations)** means a person appointed in accordance with clause 8.1.

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

#### 2. Establishment of the Division

The Senate, as the governing authority of the University, has resolved to establish the Division, (or where the Division has existed prior to these Rules, to confirm the establishment of the Division as a Division of the Nutrition Research Foundation by the Senate) as a part of the University's organisational structure on the terms set out in these Rules.

#### 3. Name of the Division

The name of the Division is the [*insert name*].

#### 4. Object of the Division and compliance with law

- 4.1 The object of the Division (**Object**) shall be, through the provision of support to the Foundation, to increase the resources of the University (by fundraising or by otherwise securing gifts and grants or by securing the provision of services or other non-financial contributions, including community engagement) to assist the Senate and the Vice-

Chancellor in the promotion of the object of the University in relation to the field (fields) [*describe field of research or learning and teaching or other*]; and through the [*named Faculty, Department, Centre, Institute or one or more of these*]).

- 4.2 The Division is authorised for the purposes of its Object, to:
- (a) seek to acquire by gift, bequest or devise to the University, property (including money, land, goods, services and other rights or benefits) (**Resources**) subject to prior written approval of each acquisition (being an approval of the specific acquisition or approval of a program of acquisitions of which the specific acquisition forms part), in accordance with the University's Delegations of Authority - Administrative Functions Rule 2010 (as they may from time to time);
  - (b) provide advice to [*Faculty, Department, Centre, Institute or other relevant part of the University*], about the application of any Resources;
  - (c) provide opportunities for admission as Members of the Division and participation in the Division's activities as Members, in accordance with these Rules, of any persons including, but not restricted to, alumni of the University, representatives of industry, the professions, government or the community, staff and students of the University;
  - (d) recommend to the University Officer (Foundations) particular purposes (within the scope of the Division's Object) for which the Division may seek to acquire Resources, including for example (but not limited to) libraries, conferences, seminars, lectures, publications, scholarships, grants to undergraduate or post-graduate students, travelling scholarships, travel by scholars, researchers or teachers, secondments, visiting scholar programs, acquisition of equipment, relationships with alumni, industry, the professions, government or the community, the purchase or construction of buildings or other facilities;
  - (e) encourage philanthropy and other charitable activity in support of the Object; and
  - (f) to arrange or conduct activities such as lectures, seminars, conferences, publications or any other such activities, consistent with the object of the University, for which a charge is made or free of charge, on condition that approval of the University Officer (Foundations) is given either to the specific activity or to a program which includes the specific activity.
  - (g) arrange sponsorship with external organisations consistent with the Object, on condition that approval is given either to the specific sponsorship activity or to a program which includes the sponsorship activity in accordance with the Delegations of Authority – Administrative Functions Rule (as they may be from time to time);
  - (h) Arrange partnerships with external organisations or bodies consistent with the Foundation's Object, on condition that approval is given to the partnership in accordance with the Delegations of Authority – Administrative Functions Rule (as they may be from time to time).
- 4.3 The Division must comply with the Act, any delegated legislation (such as By-Laws and Rules of the University), University policies and procedures, including the Code of Conduct, External Interests Policy and with the Delegations of Authority - Administrative Functions Rule (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 Division must not engage in commercial activities as defined in the Act and in the Guidelines concerning Commercial Activities.

- 4.4 The Division 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.
- 4.5 The Division will be responsible for advising the Foundation Council and carrying out such other functions (including reporting to the Foundation Council) as the Foundation Council determines is necessary to enable the Foundation to fulfil its obligations to the Senate.

## **5. Termination of the Division**

- 5.1 The Senate may terminate the Division at the request of the Foundation Council, or alternatively after due consultation with the Foundation Council and due consideration of the circumstances and of any representations on the part of the Foundation Council.
- 5.2 The Vice-Chancellor may recommend to the Senate the termination of the Division if it appears to the Vice-Chancellor that:
- (a) the Division is creating an undue risk to the University including a risk of damage to the reputation of the University; or
  - (b) the Division is not contributing sufficiently or, effectively to the resources (financial or non financial) of the University; or
  - (c) the Division is not financially sustainable without recourse to other resources of the University or is depleting the capital of the University.
- 5.3 The Senate, as the governing authority of the University, at any time may terminate the Division if requested by the Foundation Council, or after consultation with the Foundation Council, or if so recommended by the Vice-Chancellor. However the Senate may also terminate the Division at any time without any such request, consultation or recommendation if the Senate considers it necessary or desirable to do so.
- 5.4 If the Division should ever be terminated, the Senate will ensure that the assets held in relation to the Division are applied as far as practicable for a purpose or for purposes that reflect the Object of the Division.

## **6. Divisional Council**

- 6.1 The Division must have a Divisional Council (with at least 6 but no more than 18 members,) which will be responsible for advising the University Officer (Foundations), and the Foundation Council with respect to:
- (a) the performance of the Division in achieving its objectives;
  - (b) the operation of the Division;
  - (c) the management of the Division's activities and resources;
  - (d) the strategies, policies and procedures to be adopted by the Division;
  - (e) strategies for ensuring the financial viability and sustainability of the Division;

- (f) Division budgets; and
- (g) the identification and management of actual or contingent risks to the University associated with the activities of the Division including risks of:
  - (i) adverse financial loss or consequences;
  - (ii) legal liability, including liability in relation to occupational health and safety and discrimination;
  - (iii) damage to the University's reputation;
  - (iv) impairment of the University's ability properly to perform its functions; and
  - (v) real or apparent maladministration, corruption or lack of probity.

6.2 Members appointed to the Divisional Council should be selected on the basis of their capacity to contribute to the effective working of the Divisional 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 Division. It is essential that, unless Senate otherwise agrees

- (a) at least one member of the Divisional Council has financial expertise (as demonstrated by relevant qualifications and experience);
- (b) at least half of the members of the Divisional Council are not University employees or its agents or contractors or former University employees or its agents or contractors and less than three (3) years has passed since ceasing employment or engagement with the University
- (c) a majority of the members of the Divisional Council be independent of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their judgement in the interests of the University.

6.3 Members of the Divisional Council may be individual persons in the following categories:

- (a) Ex officio members of the University being the University Officer (Foundations) and the Deputy Vice-Chancellor or their nominee;
- (b) Ex officio Divisional Council members, being all office bearers of the Division;
- (c) Divisional Council members co opted by the Divisional Council, each of whom shall continue (subject to clause 6.16) as a member of the Divisional Council until expiry of the period (if any) for which the co opted member was appointed, or the member's written resignation as a Divisional Council member is accepted by the Divisional Council or removal from office in accordance with clause 6.7; and
- (d) Divisional Council members elected by the Members (up to such number, subject to clause 6.1, as the Divisional Council may approve) each of whom shall continue (subject to clause 6.16) as a member of the Divisional Council until expiry of the period for which the elected member was elected, or the member's written

resignation as a Divisional Council member is accepted by the Divisional Council or removal from office in accordance with clause 6.6

- 6.4 Each ex officio member of the Divisional Council shall continue as a member of the Divisional Council until ceasing to hold that office or appointment.
- 6.5 The members of the Divisional Council must include the ex officio members of the University referred to in clause 6.3(a).
- 6.6 The Senate at any time may remove a member of the Divisional Council. A member so removed will be entitled to be informed by the Senate of the reasons for the removal. The Senate may but is not required otherwise to publish those reasons.
- 6.7 The Divisional Council shall determine how often it is to meet, and the procedures for Divisional Council meetings. Divisional Council meetings shall be conducted in accordance with Schedule A unless the Divisional Council determines otherwise.
- 6.8 The Divisional Council may meet and conduct business notwithstanding that there may be one or more vacancies on the Divisional Council.
- 6.9 The Divisional Council is at liberty to establish one or more sub-committees or consultative or advisory committees, to which the Divisional Council may appoint persons other than Divisional Council members but which must in each case include at least one Divisional Council member. The Divisional Council must determine the name, terms of reference and procedures of any sub-committee or consultative or advisory committee so established.
- 6.10 There shall be a Nomination Committee of the Divisional Council
- (a) The Nomination Committee will serve the purpose of:
    - (i) identifying new members who may contribute to the Divisional Council or replace retiring members;
    - (ii) reviewing nominations for members against the required skills; and
    - (iii) making recommendations to the Divisional Council.
  - (b) The Divisional Council may appoint persons other than Divisional Council members to the nomination committee but the committee must include at least one Divisional Council member. The Divisional Council must determine the terms of reference and procedures of the nomination sub-committee.
  - (c) Appointments to the nomination committee may be for a 3 year term. If a person is appointed to the nomination sub-committee for a 3 year term, that person will not be eligible for the re-appointment to the nomination committee until after the Division's next annual general meeting.
- 6.11 A resolution of the Divisional Council is of no effect unless approved by a quorum of the Foundation Council, or if the University Officer (Foundations) is present at the time when the resolution is put to the vote or otherwise agreed, or the resolution is countersigned by the University Officer (Foundations).

- 6.12 No Divisional Council member is entitled to receive any remuneration for acting in that capacity except reasonable remuneration on a basis which has been approved in writing by the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.13 A Divisional Council member may be reimbursed for any reasonable expenses he or she incurs with the prior consent of the University Officer (Foundations).
- 6.14 The Divisional Council may, in accordance with the Foundation Rules, nominate one or more persons to become a member of the Foundation Council.
- 6.15 Divisional Council members shall comply with the Act, any delegated legislation (such as By-Laws and Rules of the University), University policies and procedures, including the External Interests Policy, Code of Conduct, and with the Delegations of Authority - Administrative Functions Rule (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
- 6.16 Subject to clause 6.17, any person who is co-opted or elected to the Divisional Council, other than an ex officio Divisional Council member of the University, will remain a Divisional Council member for a maximum 3 terms of 3 years and at the end of those terms will cease to hold office as a Divisional Council member, and will not be eligible for re-appointment or re-election except with the approval of the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.17 A nomination committee may in its sole discretion approve a nomination for re-appointment or re-election of a member for a further term of up to 3 years provided such approval is granted in accordance with the nomination committee's terms of reference and approval is then granted by the Vice-Chancellor on the recommendation of the University Officer (Foundations).
- 6.18 The Senate will take note of, but is not bound by, any resolution of the Divisional Council.
- 6.19 The Group Secretary shall be given the same notice of any Divisional Council meeting and the same accompanying documents as the members of the Divisional Council and will be entitled to attend (or appoint a nominee to attend), and speak at Divisional Council meetings, but will not be entitled to vote or be counted in the quorum at any meeting of the Divisional Council.
- 6.20 An Observer may be invited to a Divisional Council meeting by a University Officer (Foundations). An Observer shall be given the same notice of any Divisional Council meeting and the same accompanying documents as the members of the Divisional Council and will be entitled to attend (or appoint a nominee to attend), and speak at Divisional Council meetings but will not be entitled to vote or to be counted in the quorum at any meeting of the Divisional Council.

## **7. Office Bearers**

- 7.1 Office bearers of the Division may be elected by the members of the Division in general meeting, in accordance with procedures determined by the Divisional Council, or may be appointed by the Divisional Council, or some may be so elected and some may be so appointed, as determined by the Divisional Council.
- 7.2 Subject to clause 7.3, an office bearer may be elected or appointed for any period determined by the Council (not exceeding 3 terms of 3 years). At the expiration of 9 years

or at the expiration of any period of election or appointment, whichever is the longer, the Office bearer will cease to hold office as an office bearer, and will not be eligible for re-appointment or re-election as an office bearer, except with the approval of the Vice-Chancellor on the recommendation of the University Officer (Foundations).

- 7.3 A nomination committee may in its sole discretion approve a nomination for re-appointment or re-election of an office bearer for a further term of up to 3 years provided such approval is granted in accordance with the nomination committee's terms of reference and with the Vice-Chancellor's approval on the recommendation of the University Officer (Foundations).
- 7.4 At the first meeting of the Divisional 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 Divisional Council must appoint such office bearers from among its members as the Divisional Council may decide, to exercise such functions as the Divisional Council from time to time may determine.
- 7.5 The Divisional Council may determine that office bearers be known by such titles as the Divisional Council may decide.
- 7.6 The Divisional Council may appoint a Director of the Division. The appointment, role, responsibility and remuneration of any Director of the Division so appointed must first be approved by the Deputy Vice-Chancellor.

## **8. Duties of University Officer (Foundations)**

- 8.1 The Deputy Vice-Chancellor will appoint a University Officer (Foundations) for the Division, 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 Rule. The Deputy Vice-Chancellor ordinarily must appoint the person who is the University Officer (Foundations) for the Foundation but after consultation with the Foundation Council, may appoint an officer of the University holding a suitable position, if the Deputy Vice-Chancellor considers that this would be more appropriate in the particular circumstances of the Division.
- 8.2 The University Officer (Foundations) will be responsible for exercising any functions of administrative authority delegated by Senate as appropriate in accordance with the University's Delegations of Authority - Administrative Functions Rule.
- 8.3 The University Officer (Foundations) must ensure that the Division's conduct is in accordance with the University's policies and procedures.
- 8.4 The University Officer (Foundations) is responsible for ensuring that any agreement, representation or purpose specified in relation to each fundraising activity is fully complied with.
- 8.5 The University Officer (Foundations), in consultation with the Divisional Council, may appoint or engage persons or entities to assist the Division in its operations.

## **9. Financial and Reporting Obligations**

- 9.1 The nature and terms of fundraising activities conducted by or through the Division which create legally binding obligations on the part of the University (for example, by agreement, by representations or by specifying purposes) with respect to application of

the monies raised, and which may be "fundraising appeals" within the meaning of the Charitable Fundraising Act 1991 (NSW) must first be approved in writing in accordance with the Delegations of Authority -Administrative Functions Rule. Consent to obtain approval in accordance with the Delegations of Authority must first be obtained from the University Officer (Foundations).

- 9.2 All gifts and bequests made to or through the Division constitute funds or assets of the University. Approval to accept gifts and bequests and approval to carry out any conditions of such gifts and bequests must be obtained in accordance with the Delegations of Authority -Administrative Functions. . The University will seek to ensure that when applying a gift its use will reflect as completely as possible the wishes of the donor.
- 9.3 The Divisional Council is responsible for providing financial information to the Foundation Council and the University Officer (Foundations), within 2 months of the end of the financial year and co-operating with the Foundation Council to enable the Foundation Council to prepare an annual report and consolidated financial statements in respect of the Foundation and each Division for the financial year most recently completed.
- 9.4 A Divisional Council must provide the Foundation Council and the University Officer (Foundation) with a record of any sponsorship or partnership activity undertaken by the Divisional Council when requested by the Foundation Council from time to time.
- 9.5 A Divisional Council is responsible for ensuring a budget for each ensuing financial year is prepared in accordance with Budget Guidelines issued from time to time by the Chief Financial Officer.
- 9.6 The financial year of the Division is the same as the financial year of the University.
- 9.7 The Divisional Council is responsible for ensuring that the Division 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 University Officer (Foundations) or the Deputy Vice-Chancellor.

## **10. Membership**

- 10.1 The Divisional Council is free to admit persons or bodies as Members of the Division and determine in what circumstances membership ceases.
- 10.2 Members of the Division 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 Division activities (including meetings) as the Divisional Council from time to time may determine.
- 10.3 Membership of the Division confers no personal legally enforceable right, benefit or entitlement on any member.
- 10.4 The University Officer (Foundations) is responsible for ensuring that a register of members of the Division 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.

- 10.5 A corporation, partnership, association or other entity which is a member may in writing to the Divisional 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 Divisional Council.

## **11. General Meetings**

General meetings shall be conducted in accordance with Schedule B.

## **12. Notices**

- 12.1 A notice to a Member is deemed to be duly served on either:

- (a) personal delivery;
- (b) the third day after posting to the address of the member appearing in the Foundation's register of members; or
- (c) where sent by email:
  - (i) when the sender receives an automated message confirming delivery; or
  - (ii) four hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered,

whichever happens first.

- 12.2 Any signature on a notice may be written, typed or printed.

- 12.3 Where the notice is sent by email the email must state the first and last name of the sender.

## **13. Variation of these Rules**

- 13.1 The Senate may resolve to vary these Rules from time to time.