

New South Wales

University Legislation Amendment Bill 2004

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University Legislation Amendment Bill 2004

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This Public Bill, originated in the Legislative Assembly and, having this day passed, is now ready for presentation to the Legislative Council for its concurrence.

Clerk of the Legislative Assembly. Legislative Assembly,



New South Wales

University Legislation Amendment Bill 2004

Act No , 2004

An Act to amend certain Universities' Acts to enable the Universities to meet the requirements of the National Governance Protocols for higher education providers of the Commonwealth; and for other purposes.

EXAMINED

Chairman of Committees

The	Legislature of New South Wales enacts:	1
1	Name of Act	2
	This Act is the University Legislation Amendment Act 2004.	3
2	Commencement	4
	This Act commences on the date of assent.	5
3	Amendment of Acts	6
	Each Act specified in Schedules 1–10 is amended as set out in those Schedules.	7 8
4	Repeal of Statute Law (Miscellaneous Provisions) Act (No 2) 1999 No 85	9
	The Statute Law (Miscellaneous Provisions) Act (No 2) 1999 is repealed.	10 11
5	Repeal of University Legislation (Amendment) Act 1994 No 16	12
	The <i>University Legislation (Amendment) Act 1994</i> is repealed.	13

Scł	nedu	le 1			ndment of Charles Sturt University 989 No 76	1 2
					(Section 3)	3
[1]	Sect	ion 3 l	Definit	tions		4
	Inser	t after	sectio	n 3 (3):	:	5
		(4)	Note	es inclu	ded in this Act do not form part of this Act.	6
[2]	Sect	ions 8	A and	9		7
• •	Omi	t section	on 9. Ir	nsert in	stead:	8
	8A The Council			g		
	UA.	(1)		_	be a Council of the University.	10
		(2)	The the f	Counci	il is the governing authority of the University and has an conferred or imposed on it by or under this Act or	11 12 13
	9 Constitution of Council				Council	14
	(1) The Council is to consist of:			Counci	il is to consist of:	15
			(a)	3 off	icial members, being:	16
				(i)	the Chancellor (if the Chancellor is not otherwise a member of the Council), and	17 18
				(ii)	the Vice-Chancellor, and	19
				(iii)	the person for the time being holding the office of presiding member of the Academic Senate (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Senate (if the presiding member is the Vice-Chancellor), and	20 21 22 23 24
			(b)	6 ext	ernal persons appointed by the Minister, and	25
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	26 27
			(d)	2 per	rsons:	28
				(i)	who are members of the academic staff of the University, and	29 30
				(ii)	who have such qualifications as may be prescribed by the by-laws, and	31 32

		(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	1 2 3
	(e)	one p	person:	4
		(i)	who is a member of the general staff of the University, and	5 6
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	7 8
		(iii)	who is elected by members of the general staff of the University in the manner prescribed by the by-laws, and	9 10 11
	(f)	2 per	rsons:	12
		(i)	who are students of the University but who are not members of the academic or general staff of the University, and	13 14 15
		(ii)	who have such qualifications as may be prescribed by the by-laws, and	16 17
		(iii)	who are elected by students of the University in the manner prescribed by the by-laws, and	18 19
	(g)	one o	or more external persons (being such number as is cribed by the by-laws):	20 21
		(i)	who are graduates of the University, and	22
		(ii)	who have such qualifications as are prescribed by the by-laws, and	23 24
		(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Council.	25 26 27
(2)	purp num	oses o ber of	or smay not prescribe a number of members for the f subsection (1) (c) or (g) that when added to the other members to be appointed or elected to the ould exceed 22.	28 29 30 31
(3)			appointed under subsection (1) (g) is appointed in any member appointed under subsection (1) (c).	32 33
(4)	Parli	ament	ter may appoint a person who is a member of the of New South Wales under subsection (1) (b) but only n is nominated by the Council for appointment.	34 35 36
			an 2 such persons may hold office at any one time as members under subsection (1) (b).	37 38

(5)

Of the members of the Council:

		(a)	at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	2 3 4 5
		(b)	at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	6 7 8
	(6)	experand a	ppointed members of the Council must have expertise and rience relevant to the functions exercisable by the Council in appreciation of the object, values, functions and activities e University.	9 10 11 12
	(7)	The perso	majority of members of the Council must be external ons.	13 14
	(8)		by-laws are to prescribe the procedures for the nomination of ons for appointment as members of the Council.	15 16
	(9)		dule 1 has effect in relation to the members and procedure of Council.	17 18
	(10)	perso the U	ference in this section to external persons is a reference to ons who are not members of the academic or general staff of University or undergraduate or postgraduate students of the ersity.	19 20 21 22
[3]	Section 19	Funct	tions of Council	23
	Insert after	section	n 19 (1A):	24
	(1B)	(1A)	out limiting the functions of the Council under subsection, the Council is, in controlling and managing the affairs and erns of the University:	25 26 27
		(a)	to monitor the performance of the Vice-Chancellor, and	28
		(b)	to oversee the University's performance, and	29
		(c)	to oversee the academic activities of the University, and	30
		(d)	to approve the University's mission, strategic direction, annual budget and business plan, and	31 32
		(e)	to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	33 34 35 36 37 38

	(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 19A), and	2
	(g)	to approve significant University commercial activities (within the meaning of section 24A), and	2
	(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	7 8
	(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	9 10 11 12
	(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	13 14 15
	(k)	to adopt a statement of its primary responsibilities, and	16
	(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	17 18 19
[4]	Section 19, note		20
	Insert at the end o	f the section:	21
	makir Coun risk m	The Annual Reports (Statutory Bodies) Act 1984 regulates the ng of annual reports to Parliament by the Council and requires the cil to report on the University's operations (including in relation to nanagement and insurance arrangements) and a range of financial ther matters.	22 23 24 25 26
[5]	Section 19A Con	trolled entities	27
	Omit "This section	n does not itself confer" from section 19A (4).	28
	Insert instead "No	othing in the preceding subsections confers".	29
[6]	Section 19A (5)		30
	Omit "This section	n does not affect".	3
	Insert instead "No	othing in the preceding subsections affects".	32

[7]	Section 19A (5A)					
	Inser	t after	section 19A (5):	2		
		(5A)	The Council is, as far as is reasonably practicable, to ensure:	3		
			(a) that the governing bodies of controlled entities:	4		
			(i) possess the expertise and experience necessary to provide proper stewardship and control, and	(
			(ii) comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	3		
			(iii) adopt and evaluate their own governance principles, and	10 17		
			 (iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and 	12 13 14		
			(b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Council.	15 16		
[8]	Part	4A		17		
	Inser	t after	Part 4:	18		
	Part 4A Duties of Council members					
	24F Dut		es of Council members	20		
			The members of the Council have the duties set out in Schedule 3.	2′		
	24G	Rem	oval from office for breach of duty	22		
		(1)	The Council may remove a member of the Council from office for breach of a duty set out in Schedule 3.	23 24		
		(2)	The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.	25 26 27 28		
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.	29 30 31		
		(4)	The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	32 33 34 35		

	(5)	atten	e member to whom the motion for removal refers does not d the meeting, a reasonable opportunity to reply to the on is taken to have been given if notice of the meeting has duly given.	1 2 3 4
	(6)		ember of the Council may not be removed from office by the acil for breach of duty except pursuant to this section.	5 6
[9]	Section 31	By-la	ws	7
	Omit "(oth	er than	the parliamentary members)" from section 31 (1) (b).	8
[10]	Section 32	Rules	•	9
-			2), 15 (1), 19 (1) (d) and (e), 26 and 31 (1) (b) and (k) and m section 32 (1).	10 11
			1) (c)–(g) and (8), 10 (2), 15 (1), 19 (1) (d) and (e), 26 and and clauses 1 (1) (c) and (d)".	12 13
[11]	Schedule 1	l Provi	sions relating to members and procedure of the Council	14
	Omit clause	es 1 an	d 2. Insert instead:	15
	1 Tern	of of	fice	16
	(1)	Subje follo	ect to this Act, a member of the Council holds office as ws:	17 18
		(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	19 20
		(b)	in the case of a member appointed under section 9 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	21 22 23
		(c)	in the case of an elected member referred to in section 9 (1) (d), (e) or (f), for such term (not exceeding 2 years) as may be prescribed by the by-laws,	24 25 26
		(d)	in the case of a member referred to in section 9 (1) (g), for such term (not exceeding 4 years) as may be prescribed by the by-laws (in the case of an elected member) or specified in the member's instrument of appointment (in the case of an appointed member).	27 28 29 30 31
	(2)	The new	need to maintain an appropriate balance of experienced and members on the Council must be taken into account:	32 33
		(a)	by the Council, when making the by-laws required under this clause, and	34 35
		(b)	by the Minister and the Council, when appointing members to the Council.	36 37

(3)	A person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person).						
Vaca	tion o	of office	4				
	The office of a member of the Council becomes vacant if the member:						
	(a)	dies, or	7				
	(b)	declines to act, or	8				
	(c)	resigns the office by writing under his or her hand addressed:	9 10				
		(i) in the case of a member appointed by the Minister, to the Minister, or	11 12				
		(ii) in the case of a member appointed by the Council, to the Chancellor, or	13 14				
		(iii) in the case of an elected member, to the Vice-Chancellor, or	15 16				
	(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	17 18 19 20				
	(e)	becomes a mentally incapacitated person, or	21				
	(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	22 23 24 25 26				
	(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	27 28 29				
	(h)	is removed from office by the Council pursuant to section 24G, or	30 31				
	(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	32 33 34 35 36				
	(j)	in the case of an elected member, or a member appointed under section 9 (1) (g), ceases to be qualified for election or appointment, or	37 38 39				

Schedule 1	Amendment of Cha	rles Sturt University	Act 1989 No 76

		(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	1 2
		(1)	in the case of a member appointed by the Council, is removed from office by the Council.	3 4
[12]	Sche	edule 1, clau	se 3 (2)	5
	Omit	t "(otherwise	than to fill the office of a parliamentary member)".	6
[13]	Sche	edule 3		7
	Inser	t after Sched	ule 2:	8
	Scł	nedule 3	Duties of Council members	9
			(Section 24F)	10
	1	Duty to act	t in best interests of University	11
		A me	ember of the Council must carry out his or her functions:	12
		(a)	in good faith in the best interests of the University as a whole, and	13 14
		(b)	for a proper purpose.	15
	2	Duty to exc	ercise care and diligence	16
			ember of the Council must act honestly and exercise a bnable degree of care and diligence in carrying out his or her tions.	17 18 19
	3	Duty not to	improperly use position	20
		A me	ember of the Council must not make improper use of his or position:	21 22
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	23 24
		(b)	to cause detriment to the University.	25
	4	Duty not to	o improperly use information	26
			member of the Council must not make improper use of mation acquired because of his or her position:	27 28
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	29 30
		(b)	to cause detriment to the University.	31

5	Disc	losure	of material interests by Council members	1
	(1)	If:		2
		(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	3 4 5
		(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	6 7 8
		come	nember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Council.	9 10 11
	(2)		sclosure by a member of the Council at a meeting of the neil that the member:	12 13
		(a)	is a member, or is in the employment, of a specified company or other body, or	14 15
		(b)	is a partner, or is in the employment, of a specified person, or	16 17
		(c)	has some other specified interest relating to a specified company or other body or to a specified person,	18 19
		relati may	ufficient disclosure of the nature of the interest in any matter ing to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	20 21 22 23
	(3)	recor book	culars of any disclosure made under this clause must be rded by the Council in a book kept for the purpose and that a must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the neil.	24 25 26 27 28
	(4)	inter	r a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council rwise determines:	29 30 31
		(a)	be present during any deliberation of the Council with respect to the matter, or	32 33
		(b)	take part in any decision of the Council with respect to the matter.	34 35
	(5)	unde	the purpose of the making of a determination by the Council or subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	36 37 38

be present during any deliberation of the Council for the purpose of making the determination, or

		(b) take part in the making by the Council of the determination.	1 2
	(6)	A contravention of this clause does not invalidate any decision of the Council.	3 4
	(7)	This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 24G.	5 6 7 8
	(8)	This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.	9 10 11
	(9)	For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.	12 13 14 15
	(10)	In this clause:	16
		associate of a member means any of the following:	17
		(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	18 19
		(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	20 21 22
		(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	23 24 25
[14]	Schedule 4	Savings and transitional provisions	26
	Insert at the	e end of clause 1 (1):	27
		University Legislation Amendment Act 2004	28

[15]			4, Part 6	1 2	
	Insert after Part 5:				
	Part 6		Provisions consequent on enactment of University Legislation Amendment Act 2004	3 4 5	
	41	Defi	nitions	6	
			In this Part: amending Act means the University Legislation Amendment Act 2004.	7 8 9	
			<i>former section 9</i> means section 9 as in force immediately before its substitution by the amending Act.	10 11	
			new section 9 means section 9 as substituted by the amending Act.	12 13	
			relevant day means the date of assent to the amending Act.	14	
	42	Gen	eral	15	
			The provisions of this Part are subject to any regulations made under clause 1.	16 17	
	43	Con	stitution of Council	18	
		(1)	Subject to this Act, on the relevant day:	19	
			(a) a person holding office under former section 9 (3) ceases to hold that office, and	20 21	
			(b) a person holding office under former section 9 (5) (a) or (b) or (7) is taken to be appointed as a member under new section 9 (1) (b), (g) or (c), respectively, for the balance of the person's term of office, and	22 23 24 25	
			(c) a person holding office under former section 9 (6) (a), (b) or (c) is taken to be elected as a member under new section 9 (1) (d), (e) or (f), respectively, for the balance of the person's term of office.	26 27 28 29	
		(2)	On, or as soon as is reasonably practicable after, the relevant day, the Minister must appoint the balance of the members required to be appointed under new section 9 (1) (b).	30 31 32	
		(3)	The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 9 as soon as is reasonably practicable after the relevant day.	33 34 35 36	

(4)	For the purposes of making the by-laws referred to in subclause (3), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).						
(5)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.						
(6)	A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:						
	(a)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	10 11				
	(b)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	12 13 14				
	(c)	if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	15 16 17				
	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	18 19 20 21 22				
	(e)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (g), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	23 24 25 26				
(7)	holds subcla	office from the time that person is appointed under that ause until the expiry of the term of that member's cessor.	27 28 29 30				
(8)	Subje	ct to this Act, if, on the expiry:	3′				
	(a)	of a member's term of office that is continued under subclause (1) (b) or (c), or	32 33				
	(b)	in the case of a member appointed under subclause (6), of the term of office of the member's predecessor,	34 35				
	the by-laws necessary to enable a person to be duly appointed or elected (as the case may be) to that office under new section 9 are not yet in force, the member may continue to hold that office until such time as a person is so duly appointed or elected.						

	(9) For the purposes of subclause (1), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.				
	(10)	A person who ceases to hold office under subclause (1) (a):	6		
		(a) is not entitled to any remuneration or compensation because of loss of that office, and	7 8		
		(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	9 10		
44	Maxi	imum incumbency for Council members	11		
	(1)	Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	12 13 14		
	(2)	However, clause 1 (3) of Schedule 1 does not affect the operation of clause 43 (1) (b) or (c) or (8) of this Schedule.	15 16		
45	App	lication of section 24G	17		
		Section 24G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	18 19 20		
46	Con	tinuation of Council	21		
		No amendment made by the amending Act affects the continuity of the Council.	22 23		

Schedule 2				ndment of Macquarie University Act No 126	1
				(Section 3)	3
[1]	Section	3 Defini	tions		4
	Insert at	fter section	on 3 (3)	:	5
	(4	4) Note	es inclu	ided in this Act do not form part of this Act.	6
[2]	Section	9			7
	Omit the	e section.	Insert	instead:	8
	9 C	onstituti	on of (Council	9
	(1) The	Counc	il is to consist of:	10
	`	(a)	3 off	ficial members, being:	11
		. ,	(i)	the Chancellor (if the Chancellor is not otherwise a member of the Council), and	12 13
			(ii)	the Vice-Chancellor, and	14
			(iii)	the person for the time being holding the office of presiding member of the Academic Senate (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Senate (if the presiding member is the Vice-Chancellor), and	15 16 17 18 19
		(b)	6 ext	ternal persons appointed by the Minister, and	20
		(c)	one preso	or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	21 22
		(d)	3 per	rsons:	23
			(i)	who are members of the academic staff of the University, and	24 25
			(ii)	who have such qualifications as may be prescribed by the by-laws, and	26 27
			(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	28 29 30
		(e)	one j	person:	31
			(i)	who is a member of the non-academic staff of the University, and	32 33
			(ii)	who has such qualifications as may be prescribed by the by-laws, and	34 35

		(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	1 2 3
	(f)	one p	person:	4
		(i)	who is a student of the University but who is not a member of the academic or non-academic staff of the University, and	5 6 7
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	8
		(iii)	who is elected by students of the University in the manner prescribed by the by-laws, and	10 11
	(g)		or more external persons (being such number as is cribed by the by-laws):	12 13
		(i)	who are graduates of the University, and	14
		(ii)	who have such qualifications as are prescribed by the by-laws, and	15 16
		(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Council.	17 18 19
(2)	purp num	oses of ber of	or smay not prescribe a number of members for the f subsection (1) (c) or (g) that when added to the other members to be appointed or elected to the ould exceed 22.	20 21 22 23
(3)			appointed under subsection (1) (g) is appointed in any member appointed under subsection (1) (c).	24 25
(4)	Parli	ament	ter may appoint a person who is a member of the of New South Wales under subsection (1) (b) but only n is nominated by the Council for appointment.	26 27 28
			an 2 such persons may hold office at any one time as members under subsection (1) (b).	29 30
(5)	Of th	ne mem	nbers of the Council:	31
	(a)	by re mana	ast 2 must have financial expertise (as demonstrated elevant qualifications and by experience in financial agement at a senior level in the public or private or), and	32 33 34 35
	(b)	demo	east one must have commercial expertise (as onstrated by relevant experience at a senior level in the ic or private sector).	36 37 38

	(6)	experience relevant to	rs of the Council must have expertise and the functions exercisable by the Council the object, values, functions and activities	3
	(7)	The majority of memorrane	mbers of the Council must be external	6
	(8)		scribe the procedures for the nomination of ent as members of the Council.	7 8
	(9)	Schedule 1 has effect i he Council.	n relation to the members and procedure of	10
	(10)	persons who are not n	ction to external persons is a reference to nembers of the academic or non-academic or undergraduate or postgraduate students	11 12 13 14
[3]	Section 16	unctions of Council		15
	Insert after	ection 16 (1A):		16
	(1B)		functions of the Council under subsection n controlling and managing the affairs and rsity:	17 18 19
		(a) to monitor the p	performance of the Vice-Chancellor, and	20
		(b) to oversee the U	University's performance, and	2′
		(c) to oversee the a	cademic activities of the University, and	22
		(d) to approve the annual budget a	University's mission, strategic direction, and business plan, and	23 24
		University (inc steps to obtain which the Univ	nanagement and risk assessment across the cluding, if necessary, taking reasonable independent audit reports of entities in ersity has an interest but which it does not which it has entered into a joint venture),	25 26 27 28 29 30
		accountability f	nd monitor systems of control and for the University (including in relation to es within the meaning of section 16A), and	31 32 33
		(g) to approve sign (within the mea	nificant University commercial activities ning of section 21A), and	34 35
			olicies and procedural principles for the insistent with legal requirements and ectations, and	36 37 38

	info con	nsure that the University's grievance procedures, and remation concerning any rights of appeal or review ferred by or under any Act, are published in a form that eadily accessible to the public, and	2
	func	egularly review its own performance (in light of its ctions and obligations imposed by or under this or any er Act), and	5 -
	(k) to a	dopt a statement of its primary responsibilities, and	8
	of i	nake available for members of the Council a program induction and of development relevant to their role as a member.	10 11
[4]	Section 16, note		12
	Insert at the end of the	section:	13
	making of a Council to i	Annual Reports (Statutory Bodies) Act 1984 regulates the innual reports to Parliament by the Council and requires the report on the University's operations (including in relation to ement and insurance arrangements) and a range of financial natters.	14 15 16 17 18
[5]	Section 16A Controlle	ed entities	19
	Omit "This section doe	s not itself confer" from section 16A (4).	20
	Insert instead "Nothing	in the preceding subsections confers".	2′
[6]	Section 16A (5)		22
	Omit "This section doe	s not affect".	23
	Insert instead "Nothing	in the preceding subsections affects".	24
[7]	Section 16A (5A)		25
	Insert after section 16A	. (5):	26
	(5A) The Counc	cil is, as far as is reasonably practicable, to ensure:	27
	, ,	the governing bodies of controlled entities:	28
	(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	29 30
	(ii)	comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	31 32 33
	(iii)	adopt and evaluate their own governance principles,	34 35

Schedule 2	Amendment of Macquarie University Act 1989 No 126
Scriedule 2	Amendment of Macquarie Office Sity Act 1909 No 120

			 (iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and (b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Council. 	2 3 4
[8]	Part Inser	4A t after l	Part 4:	-
	Par	t 4A	Duties of Council members	8
	21F	Dutie	es of Council members	ę
			The members of the Council have the duties set out in Schedule 2A.	10 11
	21G	Remo	oval from office for breach of duty	12
		(1)	The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.	13 14
		(2)	The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.	15 16 17 18
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.	19 20 21
		(4)	The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	22 23 24 25
		(5)	If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.	26 27 28 29
		(6)	A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.	30 31
[9]	Sect	ion 28	By-laws	32
	Omit	t "(othe	er than the parliamentary members)" from section 28 (1) (b).	33

[10]	Sect	ion 28	(1) (y)	1
	Omit	"and"	where	e secondly occurring.	2
[11]	Sect	ion 28	(1) (a	a)	3
	Inser	t at the	e end o	of section 28 (1) (z):	4
				, and	5
			(aa)	the making, publication and inspection of rules.	6
[12]	Sect	ion 29			7
	Omit	the se	ction.	Insert instead:	8
	29	Rule	s		9
		(1)	or of this matter the n (2), 1	by-laws may empower any authority (including the Council) fficer of the University to make rules (not inconsistent with Act or the by-laws) for or with respect to any or all of the ers for or with respect to which by-laws may be made, except natters referred to in sections 3 (2), 9 (1) (c)–(g) and (8), 10 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and clauses (c) and (d) and 3 of Schedule 1.	10 11 12 13 14 15
		(2)	A ru	le:	17
			(a)	has the same force and effect as a by-law, and	18
			(b)	may, from time to time, be amended or repealed by the Council (whether or not the Council is empowered to make such a rule), or by the authority or officer of the University for the time being empowered to make such a rule, and	19 20 21 22
			(c)	takes effect on the day on which it is published or on such later day as may be specified in the rule, and	23 24
			(d)	must indicate the authority or officer who made the rule and that it is made under this section.	25 26
		(3)		e event of an inconsistency between a by-law and a rule, the aw prevails to the extent of the inconsistency.	27 28
		(4)	matte does	fact that a provision of this Act specifically provides for a er to be the subject of by-laws (without mention of rules) not prevent the matter from being the subject of rules made ecordance with this section.	29 30 31 32

[13]	Sche	dule 1	l Provi	isions	relating to members and procedure of the Council	1
	Omit	claus	es 1 an	d 2. In	sert instead:	2
	1	Tern	of of	fice		3
		(1)	Subjet follo		this Act, a member of the Council holds office as	4 5
			(a)		e case of an official member, while the member holds ffice by virtue of which he or she is a member,	6 7
			(b)	or (c	e case of a member appointed under section 9 (1) (b), for such term (not exceeding 4 years) as may be fied in the member's instrument of appointment,	8 9 10
			(c)	(d), (e case of an elected member referred to in section 9 (1) e) or (f), for such term (not exceeding 3 years) as may escribed by the by-laws,	11 12 13
			(d)	such the by in the	e case of a member referred to in section 9 (1) (g), for term (not exceeding 4 years) as may be prescribed by y-laws (in the case of an elected member) or specified e member's instrument of appointment (in the case of pointed member).	14 15 16 17 18
		(2)			maintain an appropriate balance of experienced and ers on the Council must be taken into account:	19 20
			(a)		e Council, when making the by-laws required under clause, and	21 22
			(b)	by t mem	he Minister and the Council, when appointing bers to the Council.	23 24
		(3)	cons	ecutive	ust not be appointed or elected to serve more than 12 years of office (unless the Council otherwise relation to the person).	25 26 27
	2	Vaca	ation o	of office	e	28
			The mem		of a member of the Council becomes vacant if the	29 30
			(a)	dies,	or	31
			(b)	decli	nes to act, or	32
			(c)	resig	ns the office by writing under his or her hand essed:	33 34
				(i)	in the case of a member appointed by the Minister, to the Minister, or	35 36
				(ii)	in the case of a member appointed by the Council, to the Chancellor, or	37 38

[14]

	(iii) in the case of an elected member, to the Vice-Chancellor, or	1 2
(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	3 4 5 6
(e)	becomes a mentally incapacitated person, or	7
(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	8 9 10 11 12
(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	13 14 15
(h)	is removed from office by the Council pursuant to section 21G, or	16 17
(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	18 19 20 21 22
(j)	in the case of an elected member, or a member appointed under section 9 (1) (g), ceases to be qualified for election or appointment, or	23 24 25
(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	26 27
(1)	in the case of a member appointed by the Council, is removed from office by the Council.	28 29
Schedule 1, claus	se 3 (2)	30
Omit "(otherwise	than to fill the office of a parliamentary member)".	31

[15]		edule 2A rt after Schedule 2:	1 2				
	Schedule 2A Duties of Council members						
		(Section 21F)	4				
	1	Duty to act in best interests of University	5				
		A member of the Council must carry out his or her functions:	6				
		(a) in good faith in the best interests of the University as a whole, and	7 8				
		(b) for a proper purpose.	9				
	2	Duty to exercise care and diligence	10				
		A member of the Council must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.	11 12 13				
	3	Duty not to improperly use position	14				
		A member of the Council must not make improper use of his or her position:	15 16				
		(a) to gain, directly or indirectly, an advantage for the member or another person, or	17 18				
		(b) to cause detriment to the University.	19				
	4	Duty not to improperly use information	20				
		A member of the Council must not make improper use of information acquired because of his or her position:	21 22				
		(a) to gain, directly or indirectly, an advantage for the member or another person, or	23 24				
		(b) to cause detriment to the University.	25				
	5	Disclosure of material interests by Council members	26				
		(1) If:	27				
		(a) a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	28 29 30				

	(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	1 2 3
	come	tember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Council.	4 5 6
(2)		sclosure by a member of the Council at a meeting of the icil that the member:	7 8
	(a)	is a member, or is in the employment, of a specified company or other body, or	9 10
	(b)	is a partner, or is in the employment, of a specified person, or	11 12
	(c)	has some other specified interest relating to a specified company or other body or to a specified person,	13 14
	relati may a	ufficient disclosure of the nature of the interest in any matter ng to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	15 16 17 18
(3)	recor book	culars of any disclosure made under this clause must be ded by the Council in a book kept for the purpose and that must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the icil.	19 20 21 22 23
(4)	intere	a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council wise determines:	24 25 26
	(a)	be present during any deliberation of the Council with respect to the matter, or	27 28
	(b)	take part in any decision of the Council with respect to the matter.	29 30
(5)	under	the purpose of the making of a determination by the Council r subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	31 32 33
	(a)	be present during any deliberation of the Council for the purpose of making the determination, or	34 35
	(b)	take part in the making by the Council of the determination.	36 37
(6)		ntravention of this clause does not invalidate any decision of Jouncil.	38 39

		(7)	consi relati	clause does not prevent a person from taking part in the ideration or discussion of, or from voting on any question ing to, the person's removal from office by the Council uant to section 21G.	1 2 3 4
		(8)	and t	clause applies to a member of a committee of the Council the committee in the same way as it applies to a member of Council and the Council.	5 6 7
		(9)	in a resul	the purposes of this clause, a member has a material interest matter if a determination of the Council in the matter may it in a detriment being suffered by or a benefit accruing to the aber or an associate of the member.	8 9 10 11
		(10)	In th	is clause:	12
			assoc	ciate of a member means any of the following:	13
			(a)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	14 15
			(b)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	16 17 18
			(c)	any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	19 20 21
[16]	Sche	dule 3	Savii	ngs and transitional provisions	22
	Inser	t befor	e claus	se 1:	23
	1 A	Savi	ngs or	r transitional regulations	24
		(1)	savin	Governor may make regulations containing provisions of a ngs or transitional nature consequent on the enactment of the wing Acts:	25 26 27
			Univ	versity Legislation Amendment Act 2004	28
		(2)	Any from	such provision may, if the regulations so provide, take effect the date of assent to the Act concerned or a later date.	29 30
		(3)	that i	ne extent to which any such provision takes effect from a date is earlier than the date of its publication in the Gazette, the ision does not operate so as:	31 32 33
			(a)	to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	34 35 36

			(b)	to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	1 2 3
[17]	Sche	edule 3	3, clau	ıse 12	4
	Inser	t after	clause	: 11:	5
	12			s consequent on enactment of University Legislation nt Act 2004	6 7
		(1)	In th	is clause:	8
			ame 2004	nding Act means the University Legislation Amendment Act 4.	9 10
				ner section 9 means section 9 as in force immediately before abstitution by the amending Act.	11 12
			new Act.	section 9 means section 9 as substituted by the amending	13 14
			relev	vant day means the date of assent to the amending Act.	15
		(2)	Subj	ect to this Act, on the relevant day:	16
			(a)	a person holding office under former section 9 (2) ceases to hold that office, and	17 18
			(b)	a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	19 20 21 22
			(c)	a person holding office under former section 9 (5) (a), (b), (c) or (d) is taken to be elected as a member under new section 9 (1) (d), (e), (f) or (g), respectively, for the balance of the person's term of office.	23 24 25 26
		(3)	the N	or as soon as is reasonably practicable after, the relevant day, Minister must appoint the balance of the members required to ppointed under new section 9 (1) (b).	27 28 29
		(4)	nece duly	Council is to make all necessary by-laws and take all essary steps to ensure, as far as possible, that the Council is constituted under new section 9 as soon as is reasonably ticable after the relevant day.	30 31 32 33
		(5)	(4), 1	the purposes of making the by-laws referred to in subclause the Council must be constituted so as to include all of the abers required to be appointed under new section 9 (1) (b).	34 35 36
		(6)		Council is taken to be properly constituted until such time as constituted in accordance with new section 9.	37 38

(7)	A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:						
	(a)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	4 5 6				
	(b)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	7 8 9				
	(c)	if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	10 11 12				
	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	13 14 15 16 17				
	(e)	if the vacancy occurs in the office of a member elected under new section 9 (1) (g), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	18 19 20 21				
(8)	hold: subc	ect to this Act, a member appointed under subclause (7) s office from the time that person is appointed under that lause until the expiry of the term of that member's ecessor.	22 23 24 25				
(9)	Subj	ect to this Act, if, on the expiry:	26				
	(a)	of a member's term of office that is continued under subclause (2) (b) or (c), or	27 28				
	(b)	in the case of a member appointed under subclause (7), of the term of office of the member's predecessor,	29 30				
	elect not y	by-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 9 are ret in force, the member may continue to hold that office until time as a person is so duly appointed or elected.	31 32 33 34				
(10)	A pe	erson who ceases to hold office under subclause (2) (a):	35				
	(a)	is not entitled to any remuneration or compensation because of loss of that office, and	36 37				
	(b)	is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	38 39				

(11)	For the purposes of subclause (2), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.	1 2 3 4 5
(12)	Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	6 7 8
(13)	However, clause 1 (3) of Schedule 1 does not affect the operation of subclause (2) (b) or (c) or (9) of this Schedule.	9 10
(14)	Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	11 12 13
(15)	Any by-law in force immediately before the relevant day is taken to have been validly made under this Act (as amended by the amending Act) but only to the extent to which it could validly have been made immediately after that day.	14 15 16 17
(16)	Any rule in force immediately before the relevant day that could validly have been made immediately before that day is taken to have been validly made under this Act as amended by the amending Act.	18 19 20 21
(17)	On and after 1 September 2005, subclause (16) does not validate any rule in force immediately before the relevant day that could not have been validly made after the relevant day.	22 23 24
(18)	No amendment made by the amending Act affects the continuity of the Council.	25 26
(19)	The provisions of this clause are subject to any regulations made under clause 1A.	27 28

Schedule 3		Amendment of Southern Cross University Act 1993 No 69			1	
					(Section 3)	3
[1]	Sect	ion 3 l	Defini	tions		4
	Inser	t after	sectio	n 3 (3)		5
		(4)	Note	es inclu	ided in this Act do not form part of this Act.	6
[2]	Sect	ion 10)			7
	Omit	the se	ection.	Insert	instead:	8
	10	Con	stituti	on of C	Council	9
		(1)	The	Counc	il is to consist of:	10
		. ,	(a)	3 off	icial members, being:	11
				(i)	the Chancellor (if the Chancellor is not otherwise a member of the Council), and	12 13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the person for the time being holding the office of presiding member of the Academic Board (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Board (if the presiding member is the Vice-Chancellor), and	15 16 17 18 19
			(b)	pract	ternal persons appointed by the Minister with, as far as ticable, at least one person appointed from each of the wing categories:	20 21 22
				(i)	persons experienced in the field of education or the arts,	23 24
				(ii)	persons experienced in technology, industry, commerce or industrial relations,	25 26
				(iii)	persons who are practising, or have practised, a profession,	27 28
				(iv)	persons associated with the north coast region of the State, and	29 30
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	31 32
			(d)	2 per	rsons:	33
				(i)	who are members of the academic staff of the University, and	34 35

(2)

(3)

(4)

	(ii)	who have such qualifications as may be prescribed by the by-laws, and	2
	(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	3 2 5
(e)	one p	erson:	6
,	(i)	who is a member of the non-academic staff of the University, and	7
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	10
	(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	11 12 13
(f)	one p	erson:	14
	(i)	who is a student of the University but who is not a member of the academic or non-academic staff of the University, and	15 16 17
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	18 19
	(iii)	who is elected by students of the University in the manner prescribed by the by-laws, and	20 21
(g)		or more external persons (being such number as is ribed by the by-laws):	22 23
	(i)	who are graduates of the University, and	24
	(ii)	who have such qualifications as are prescribed by the by-laws, and	25 26
	(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Council.	27 28 29
purp num	oses of ber of	s may not prescribe a number of members for the subsection (1) (c) or (g) that when added to the other members to be appointed or elected to the uld exceed 22.	30 37 32 33
A pe	erson a	ppointed under subsection (1) (g) is appointed in any member appointed under subsection (1) (c).	3 ² 35
Parli	ament o	er may appoint a person who is a member of the of New South Wales under subsection (1) (b) but only is nominated by the Council for appointment.	36 37 38
		an 2 such persons may hold office at any one time as	39 40

	(5)	Of the members of the Council:	•
		(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	2 3 2
		(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	6 7 8
	(6)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	9 10 11 12
	(7)	The majority of members of the Council must be external persons.	13 14
	(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	15 16
	(9)	Schedule 1 has effect in relation to the members and procedure of the Council.	17 18
	(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	19 20 21 22
[3]	Section 16	Functions of Council	23
	Insert after	section 16 (1A):	24
	(1B)	Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:	25 26 27
		(a) to monitor the performance of the Vice-Chancellor, and	28
		(b) to oversee the University's performance, and	29
		(c) to oversee the academic activities of the University, and	30
		(d) to approve the University's mission, strategic direction, annual budget and business plan, and	31 32
		(e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	33 34 35 36 37 38

	ac	approve and monitor systems of control and countability for the University (including in relation to ntrolled entities within the meaning of section 16A), and	2
		approve significant University commercial activities rithin the meaning of section 21A), and	Ę
	Uı	establish policies and procedural principles for the niversity consistent with legal requirements and mmunity expectations, and	6 7 8
	ini	ensure that the University's grievance procedures, and formation concerning any rights of appeal or review inferred by or under any Act, are published in a form that readily accessible to the public, and	9 10 11 12
	fu	regularly review its own performance (in light of its nctions and obligations imposed by or under this or any her Act), and	13 14 15
	(k) to	adopt a statement of its primary responsibilities, and	16
	of	make available for members of the Council a program induction and of development relevant to their role as ch a member.	17 18 19
[4]	Section 16, note		20
	Insert at the end of the	e section:	2
	making of Council to	e Annual Reports (Statutory Bodies) Act 1984 regulates the annual reports to Parliament by the Council and requires the preport on the University's operations (including in relation to gement and insurance arrangements) and a range of financial matters.	22 23 24 25 26
[5]	Section 16A Control	led entities	27
	Omit "This section do	bes not itself confer" from section 16A (4).	28
	Insert instead "Nothin	g in the preceding subsections confers".	29
[6]	Section 16A (5)		30
	Omit "This section do	pes not affect".	3
	Insert instead "Nothin	g in the preceding subsections affects".	32
[7]	Section 16A (5A)		33
	Insert after section 16	A (5):	34
	(5A) The Cou	ncil is, as far as is reasonably practicable, to ensure:	35
	(a) that	at the governing bodies of controlled entities:	36

				(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	1 2	
				(ii)	comprise, where possible, at least some members	3	
				(11)	who are not members of the Council or members of	4	
				(:::)	staff, or students, of the University, and	5 6	
				(iii)	adopt and evaluate their own governance principles, and	7	
				(iv)	document, and keep updated, a corporate or	8	
					business strategy containing achievable and measurable performance targets, and	10	
			(b)	that	a protocol is established regarding reporting by	11	
				gove	rning bodies of controlled entities to the Council.	12	
[8]	Part 4A					13	
	Inser	Insert after Part 4:				14	
	Par	Part 4A Duties of			of Council members	15	
	21F	Dutie	s of Council members			16	
			The members of the Council have the duties set out in Schedule 2A.			17 18	
	21G	Removal from office for breach of duty				19	
	(1) The Council may remove a member of the C for breach of a duty set out in Schedule 2A.				I may remove a member of the Council from office of a duty set out in Schedule 2A.	20 21	
		(2)		The removal from office may be effected only at a meeting of the			
					which notice (including notice of the motion that the neerned be removed from office for breach of duty)	23 24	
			was o	duly gi	ven.	25	
		(3)			al from office may be effected only if the motion for	26	
					supported by at least a two-thirds majority of the total nembers for the time being of the Council.	27 28	
		(4)			for removal must not be put to the vote of the meeting	29 30	
			oppo	rtunity	member concerned has been given a reasonable to reply to the motion at the meeting, either orally or	30 31 32	
		(5)		riting.			
		(5)			ber to whom the motion for removal refers does not meeting, a reasonable opportunity to reply to the	33 34	
			motio		iken to have been given if notice of the meeting has	35 36	

		(6)		ember of the Council may not be removed from office by the cil for breach of duty except pursuant to this section.	2
[9]	Sect	ion 29	By-lav	NS	:
	Omi	t "(oth	er than	the parliamentary members)" from section 29 (1) (b).	4
[10]	Sect	ion 29	(1) (aa	a)	į
	Inser	rt after	section	1 29 (1) (z):	6
			(aa)	the making, publication and inspection of rules.	7
[11]	Sect	ion 30			8
	Omi	t the se	ection. I	Insert instead:	Ç
	30	Rule	s		10
		(1)	or off this A matte the m (2), 1	by-laws may empower any authority (including the Council) ficer of the University to make rules (not inconsistent with Act or the by-laws) for or with respect to any or all of the ers for or with respect to which by-laws may be made, except latters referred to in sections 3 (2), 10 (1) (c)–(g) and (8), 11 (d) (d) and (e), 24 and 29 (1) (b) and (k) and clauses 1 (1) and (d) and 3 of Schedule 1.	1° 12 10 14 18 16
		(2)	A rul	e:	18
			(a)	has the same force and effect as a by-law, and	19
			(b)	may, from time to time, be amended or repealed by the Council (whether or not the Council is empowered to make such a rule), or by the authority or officer of the University for the time being empowered to make such a rule, and	20 22 22 23
			(c)	takes effect on the day on which it is published or on such later day as may be specified in the rule, and	24 25
			(d)	must indicate the authority or officer who made the rule and that it is made under this section.	20 27
		(3)		e event of an inconsistency between a by-law and a rule, the w prevails to the extent of the inconsistency.	28 29
		(4)	matte does	fact that a provision of this Act specifically provides for a er to be the subject of by-laws (without mention of rules) not prevent the matter from being the subject of rules made cordance with this section.	30 32 33

Schedule 3	Amendment of	Southern	Cross	University	/ Act	1993	No	69

[12]	Sche	edule 1	1 Provi	isions re	elating to members and procedure of the Council			
	Omit	claus	es 1 an	d 2. Inse	ert instead:	2		
	1	Term of office						
		(1)	Subj follo	Subject to this Act, a member of the Council holds office as follows:				
			(a)		case of an official member, while the member holds ice by virtue of which he or she is a member,	6		
			(b)	or (c),	case of a member appointed under section 10 (1) (b) for such term (not exceeding 4 years) as may be ed in the member's instrument of appointment,	8 9 10		
			(c)	(1)(d)	case of an elected member referred to in section 10, (e) or (f), for such term (not exceeding 3 years) as a prescribed by the by-laws,	11 12 13		
			(d)	such te the by- in the i	case of a member referred to in section 10 (1) (g), for term (not exceeding 4 years) as may be prescribed by claws (in the case of an elected member) or specified member's instrument of appointment (in the case of ointed member).	14 15 16 17 18		
		(2)	The new	need to 1 member	maintain an appropriate balance of experienced and s on the Council must be taken into account:	19 20		
			(a)		Council, when making the by-laws required under ause, and	2° 22		
			(b)	by the	e Minister and the Council, when appointing ers to the Council.	23 24		
		(3)	cons	ecutive	st not be appointed or elected to serve more than 12 years of office (unless the Council otherwise elation to the person).	25 26 27		
	2	Vaca	ation o	f office		28		
			The mem		f a member of the Council becomes vacant if the	29 30		
			(a)	dies, o	r	31		
			(b)	decline	es to act, or	32		
			(c)	resigns addres	s the office by writing under his or her hand sed:	33 34		
					in the case of a member appointed by the Minister, to the Minister, or	35 36		
				(ii)	in the case of a member appointed by the Council, to the Chancellor, or	37 38		

[13]

	(iii) in the case of an elected member, to the Vice-Chancellor, or	1 2
(d)	becomes bankrupt, applies to take the benefit of any law	3 4
	for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or	5
	her estate for their benefit, or	6
(e)	becomes a mentally incapacitated person, or	7
(f)	is convicted in New South Wales of an offence that is	8
	punishable by imprisonment for 12 months or more or is	9 10
	convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be	11
	an offence so punishable, or	12
(g)	is, or becomes, disqualified from managing a corporation	13
	under Part 2D.6 of the Corporations Act 2001 of the	14
	Commonwealth, or	15
(h)	is removed from office by the Council pursuant to section 21G, or	16 17
(i)	is absent from 3 consecutive meetings of the Council of	18
	which reasonable notice has been given to the member	19
	personally or in the ordinary course of post and is not,	20 21
	within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	22
(j)	in the case of an elected member, or a member appointed	23
	under section 10 (1) (g), ceases to be qualified for election	24
	or appointment, or	25
(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	26 27
	in the case of a member appointed by the Council, is removed from office by the Council.	28 29
Schedule 1, claus	e 3 (2)	30
	han to fill the office of a parliamentary member)".	31
Onne (onnerwise t	nan to fin the office of a parnamentary member).	٥.

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Schedule 3	Amendment of	Southorn	Croce	l Inivarcity	Λot	1002 N	പ ഒറ
Scriedule 3	Amendment of	Southern	C1055	OHIVEISILV	ACL	יו טפפו	10 05

[14]		edule 2		1.2	1
	Inser	t after S	schedi	ale 2:	2
	Sch	nedul	e 2 <i>F</i>	A Duties of Council members	3
				(Section 21F)	4
	1	Duty 1	to act	in best interests of University	5
			A me	ember of the Council must carry out his or her functions:	6
			(a)	in good faith in the best interests of the University as a whole, and	7 8
			(b)	for a proper purpose.	9
	2	Duty	to exe	ercise care and diligence	10
				ember of the Council must act honestly and exercise a mable degree of care and diligence in carrying out his or her ions.	11 12 13
	3	Duty	not to	improperly use position	14
				ember of the Council must not make improper use of his or osition:	15 16
			(a)	to gain, directly or indirectly, an advantage for the member or another person, or	17 18
			(b)	to cause detriment to the University.	19
	4	Duty	not to	improperly use information	20
				ember of the Council must not make improper use of mation acquired because of his or her position:	21 22
			(a)	to gain, directly or indirectly, an advantage for the member or another person, or	23 24
			(b)	to cause detriment to the University.	25
	5	Discl	osure	of material interests by Council members	26
		(1)	If:		27
			(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	28 29 30
			(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	31 32 33

	the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.					
(2)	A disclosure by a member of the Council at a meeting of the Council that the member:					
	(a) is a member, or is in the employment, of a specified company or other body, or	, 6 7				
	(b) is a partner, or is in the employment, of a specified person, or	8				
	(c) has some other specified interest relating to a specified company or other body or to a specified person,	. 10 11				
	is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1).	13				
(3)	Particulars of any disclosure made under this clause must be recorded by the Council in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Council.	17				
(4)	After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:					
	(a) be present during any deliberation of the Council with respect to the matter, or	24 25				
	(b) take part in any decision of the Council with respect to the matter.	26 27				
(5)	For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure relates must not:					
	(a) be present during any deliberation of the Council for the purpose of making the determination, or	31 32				
	(b) take part in the making by the Council of the determination.	33 34				
(6)	A contravention of this clause does not invalidate any decision of the Council.	35 36				
(7)	This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G.	38				

Schedule 3	Amendment of	f Southern	Cross I	University	Act 1993	No 69

	(8)	This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.	1 2 3
	(9)	For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.	4 5 6 7
	(10)	In this clause:	8
		associate of a member means any of the following:	9
		(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	10 11
		(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	12 13 14
		(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	15 16 17
[15]	Schedule 3	3 Savings and transitional provisions	18
	Omit "of th	is Act." from clause 2 (1). Insert instead:	19
		of this Act and the following Acts:	20
		University Legislation Amendment Act 2004	21
[16]	Schedule 3	3, clause 2 (2)	22
	Omit "to th	is Act". Insert instead "to the Act concerned".	23
[17]	Schedule 3	3, Part 8	24
	Insert after	Part 7:	25
	Part 8	Provisions consequent on enactment of	26
	i ait o	University Legislation Amendment Act	27
		2004	28
	32 Defin	nitions	29
		In this Part:	30
		amending Act means the University Legislation Amendment Act 2004.	31 32
		<i>former section 10</i> means section 10 as in force immediately before its substitution by the amending Act.	33 34

		new se Act.	ection 10 means section 10 as substituted by the amending	2			
		releva	ant day means the date of assent to the amending Act.	3			
33	Gen	eral		4			
			rovisions of this Part are subject to any regulations made clause 2.	6			
34	Con	stitutior	n of Council	7			
	(1)	Subjec	ct to this Act, on the relevant day:	8			
		(a)	a person holding office under former section 10 (2) ceases to hold that office, and	(1(
			a person holding office under former section 10 (4) (a) or (b) or (6) is taken to be appointed as a member under new section 10 (1) (g), (b) or (c), respectively, for the balance of the person's term of office, and	1: 12 13 14			
			a person holding office under former section 10 (5) (a), (b) or (c) is taken to be elected as a member under new section 10 (1) (d), (e) or (f), respectively, for the balance of the person's term of office.	15 16 17 18			
	(2)	The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 10 as soon as is reasonably practicable after the relevant day.					
	(3)	For the purposes of making the by-laws referred to in subclause (2), the Council must be constituted so as to include all of the members required to be appointed under new section 10 (1) (b).					
	(4)	The Co	ouncil is taken to be properly constituted until such time as onstituted in accordance with new section 10.	26 27			
	(5)		ual vacancy occurring in the office of a member before the cil is duly constituted under new section 10 is to be filled as 7S:	28 29 30			
			if the vacancy occurs in the office of a member appointed under new section 10 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	3 ² 32			
		` ´	if the vacancy occurs in the office of a member appointed under new section 10 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	34 35 36			
			if the vacancy occurs in the office of a member elected under new section 10 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	37 38 39			

		(d)	if the vacancy occurs in the office of a member elected under new section 10 (1) (f), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	2 3 2
		(e)	if the vacancy occurs in the office of a member appointed under new section 10 (1) (g), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	6 7 8
	(6)	holds subcl	ect to this Act, a member appointed under subclause (5) soffice from the time that person is appointed under that ause until the expiry of the term of that member's ecessor.	10 11 12 13
	(7)	Subje	ect to this Act, if, on the expiry:	14
		(a)	of a member's term of office that is continued under subclause (1) (b) or (c), or	15 16
		(b)	in the case of a member appointed under subclause (5), of the term of office of the member's predecessor,	17 18
		electe are no	y-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 10 ot yet in force, the member may continue to hold that office such time as a person is so duly appointed or elected.	19 20 21 22
	(8)	vacan is tak under	the purposes of subclause (1), a member filling a casual new and holding office immediately before the relevant day ten to hold that office immediately before the relevant day of the provision under which the member's predecessor was ed or appointed.	23 24 25 26 27
	(9)	A per	rson who ceases to hold office under subclause (1) (a):	28
		(a)	is not entitled to any remuneration or compensation because of loss of that office, and	29 30
		(b)	is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	3 <i>°</i> 32
35	Maxi	mum i	ncumbency for Council members	33
	(1)	imme	ecutive years of office served by a member of the Council ediately before the relevant day are to be taken into account plying clause 1 (3) of Schedule 1 in respect of the member.	34 35 36
	(2)		ever, clause 1 (3) of Schedule 1 does not affect the operation ause 34 (1) (b) or (c) or (7) of this Schedule.	37 38

36	App	lication of section 21G	1
		Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	2 3 4
37	Effe	ct of amendments on existing by-laws and rules	5
	(1)	Any by-law in force immediately before the relevant day is taken to have been validly made under this Act (as amended by the amending Act) but only to the extent to which it could validly have been made immediately after that day.	6 7 8 9
	(2)	Any rule in force immediately before the relevant day that could validly have been made immediately before that day is taken to have been validly made under this Act as amended by the amending Act.	10 11 12 13
	(3)	On and after 1 September 2005, subclause (2) does not validate any rule in force immediately before the relevant day that could not have been validly made after the relevant day.	14 15 16
38	Con	tinuation of Council	17
		No amendment made by the amending Act affects the continuity of the Council.	18 19

Schedule 4		Amendment of University of New England Act 1993 No 68			1	
					(Section 3)	3
[1]	Sect	ion 3 l	Defini	tions		4
	Inser	t after	sectio	n 3 (4)	:	5
		(5)	Note	es inclu	ded in this Act do not form part of this Act.	6
[2]	Sect	ion 9				7
	Omi	t the se	ection.	Insert	instead:	8
	9	Con	stituti	on of C	Council	9
		(1)	The	Counc	il is to consist of:	10
		. ,	(a)	3 off	icial members, being:	11
				(i)	the Chancellor (if the Chancellor is not otherwise a	12
					member of the Council), and	13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the person for the time being holding the office of	15 16
					presiding member of the Academic Board (if that person is not the Vice-Chancellor) or of deputy	17
					presiding member of the Academic Board (if the	18
					presiding member is the Vice-Chancellor), and	19
			(b)	6 ex	ternal persons appointed by the Minister following	20
					ultation by the Minister with such persons as the	21
					ster considers appropriate, with at least one person each of the following categories:	22 23
				(i)	persons experienced in the field of education,	24
				` ′	•	25
				(ii)	persons experienced in technology, industry, business, human services or industrial relations,	26
				(iii)	persons who are practising, or have practised, a profession,	27 28
				(iv)	persons having such other qualifications and experience as the Minister thinks appropriate, and	29 30
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	31 32
			(d)	2 per	rsons:	33
				(i)	who are members of the academic staff of the University, and	34 35

	(ii)	who have such qualifications as may be prescribed by the by-laws, and	1 2
	(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	3 4 5
(e)	one p	person:	6
	(i)	who is a member of the non-academic staff of the University, and	7 8
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	9 10
	(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	11 12 13
(f)	one p	person:	14
	(i)	who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	15 16 17
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	18 19
	(iii)	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	20 21 22
(g)	one p	person:	23
	(i)	who is a postgraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	24 25 26
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	27 28
	(iii)	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	29 30 31
(h)		or more external persons (being such number as is cribed by the by-laws):	32 33
	(i)	who are graduates of the University, and	34
	(ii)	who have such qualifications as are prescribed by the by-laws, and	35 36
	(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Council.	37 38 39

(2)	The by-laws may not prescribe a number of members for the purposes of subsection (1) (c) or (h) that when added to the number of other members to be appointed or elected to the Council would exceed 22.	1 2 3 4
(3)	A person appointed under subsection (1) (h) is appointed in addition to any member appointed under subsection (1) (c).	5 6
(4)	The Minister may appoint a person who is a member of the Parliament of New South Wales under subsection (1) (b) but only if the person is nominated by the Council for appointment.	7 8 9
	No more than 2 such persons may hold office at any one time as appointed members under subsection (1) (b).	10 11
(5)	Of the members of the Council:	12
	(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	13 14 15 16
	(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	17 18 19
(6)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	20 21 22 23
(7)	The majority of members of the Council must be external persons.	24 25
(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	26 27
(9)	Schedule 1 has effect in relation to the members and procedure of the Council.	28 29
(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	30 31 32 33

[3]	Section 16	Func	tions of Council	1		
	Insert after section 16 (1A):					
	(1B)	Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:				
		(a)	to monitor the performance of the Vice-Chancellor, and	6		
		(b)	to oversee the University's performance, and	7		
		(c)	to oversee the academic activities of the University, and	8		
		(d)	to approve the University's mission, strategic direction, annual budget and business plan, and	9 10		
		(e)	to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	11 12 13 14 15		
		(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and	17 18 19		
		(g)	to approve significant University commercial activities (within the meaning of section 21A), and	20 21		
		(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	22 23 24		
		(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	25 26 27 28		
		(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	29 30 31		
		(k)	to adopt a statement of its primary responsibilities, and	32		
		(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	33 34 35		

Schedule 4 Amendment of University of New England Act 1993 No 68

[4]	Section 16	, note		1		
	Insert at the	e end of the	section:	2		
		making of a Council to r	Annual Reports (Statutory Bodies) Act 1984 regulates the innual reports to Parliament by the Council and requires the report on the University's operations (including in relation to ement and insurance arrangements) and a range of financial natters.	3 4 5 6 7		
[5]	Section 16	A Controlle	ed entities	8		
	Omit "This	section doe	s not itself confer" from section 16A (4).	9		
	Insert inste	ad "Nothing	in the preceding subsections confers".	10		
[6]	Section 16	A (5)		11		
	Omit "This section does not affect".					
	Insert inste	ad "Nothing	in the preceding subsections affects".	13		
[7]	Section 16	A (5A)		14		
	Insert after	section 16A	. (5):	15		
	(5A)	The Counc	cil is, as far as is reasonably practicable, to ensure:	16		
		(a) that	the governing bodies of controlled entities:	17		
		(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	18 19		
		(ii)	comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	20 21 22		
		(iii)	adopt and evaluate their own governance principles, and	23 24		
		(iv)	document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and	25 26 27		
			a protocol is established regarding reporting by erning bodies of controlled entities to the Council.	28 29		

[8]	Part 4A Insert after Part 4:					
	Part 4A		Duties of Council members	3		
	21F	Dutie	es of Council members	4		
			The members of the Council have the duties set out in Schedule 2A.	5 6		
	21G	Remo	oval from office for breach of duty	7		
		(1)	The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.	8 9		
		(2)	The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.	10 11 12 13		
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.	14 15 16		
		(4)	The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	17 18 19 20		
		(5)	If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.	21 22 23 24		
		(6)	A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.	25 26		
[9]	Sect	ion 28	By-laws	27		
	Omit	"(othe	er than the parliamentary members)" from section 28 (1) (b).	28		
[10]	Sect	ion 29	Rules	29		
			, 10 (2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and (e)" from section 29 (1).	30 31		
	Insert instead "9 (1) (c)–(h) and (8), 10 (2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and clauses 1 (1) (c) and (d)".					

Schedule 4	Amendment of	University	of New	England	Act	1993 N	V٥	68

[11]	Sche	edule '	I Provi	sions r	relating to members and procedure of the Council	•
	Omit	t claus	es 1 an	d 2. Ins	ert instead:	2
	1	Tern	of off	ice		3
		(1)	Subje follov		his Act, a member of the Council holds office as	
			(a)		case of an official member, while the member holds fice by virtue of which he or she is a member,	7
			(b)	or (c)	case of a member appointed under section 9 (1) (b), for such term (not exceeding 4 years) as may be ied in the member's instrument of appointment,	8 9 10
			(c)	(d), (e	case of an elected member referred to in section 9 (1) e), (f) or (g), for such term (not exceeding 3 years) as the prescribed by the by-laws,	11 12 13
			(d)	such t the by in the	case of a member referred to in section 9 (1) (h), for erm (not exceeding 4 years) as may be prescribed by r-laws (in the case of an elected member) or specified member's instrument of appointment (in the case of pointed member).	14 15 16 17 18
		(2)			maintain an appropriate balance of experienced and rs on the Council must be taken into account:	19 20
			(a)		e Council, when making the by-laws required under ause, and	2° 22
			(b)		ne Minister and the Council, when appointing pers to the Council.	23 24
		(3)	conse	ecutive	years of office (unless the Council otherwise elation to the person).	25 26 27
	2	Vaca	ation o	f office		28
			The mem		of a member of the Council becomes vacant if the	29 30
			(a)	dies, o	or	31
			(b)	declin	es to act, or	32
			(c)	resign addres	is the office by writing under his or her hand ssed:	33 34
				(i)	in the case of a member appointed by the Minister, to the Minister, or	35 36
				(ii)	in the case of a member appointed by the Council, to the Chancellor, or	37 38

[12]

	(iii) in the case of an elected member, to the Vice-Chancellor, or	1 2
(d)	becomes bankrupt, applies to take the benefit of any law	3 4
	for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or	5
	her estate for their benefit, or	6
(e)	becomes a mentally incapacitated person, or	7
(f)	is convicted in New South Wales of an offence that is	8
	punishable by imprisonment for 12 months or more or is	9 10
	convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be	11
	an offence so punishable, or	12
(g)	is, or becomes, disqualified from managing a corporation	13
	under Part 2D.6 of the Corporations Act 2001 of the	14
	Commonwealth, or	15
(h)	is removed from office by the Council pursuant to section 21G, or	16 17
(i)	is absent from 3 consecutive meetings of the Council of	18
	which reasonable notice has been given to the member	19
	personally or in the ordinary course of post and is not,	20 21
	within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	22
(j)	in the case of an elected member, or a member appointed	23
	under section 9 (1) (h), ceases to be qualified for election	24
	or appointment, or	25
(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	26 27
	in the case of a member appointed by the Council, is removed from office by the Council.	28 29
Schedule 1, claus	e 3 (2)	30
	han to fill the office of a parliamentary member)".	31
Onne (onnerwise t	nan to ini the office of a parnamentary member.	٠.

Schedule 4	Amondment of	University of New	England Act	1002 NA 6	÷Ω
Scriedule 4	Amendment of	OHIVEISHV OF MEW	Ellulallu Act	1995 NO (o

[13]	Schedule 2A Insert after Schedule 2:				
	Sch	nedule 2	A Duties of Council members	3	
			(Section 21F)	2	
	1	Duty to ac	et in best interests of University	5	
		A m	ember of the Council must carry out his or her functions:	6	
		(a)	in good faith in the best interests of the University as a whole, and	7 8	
		(b)	for a proper purpose.	ę	
	2	Duty to ex	ercise care and diligence	10	
		rease	nember of the Council must act honestly and exercise a onable degree of care and diligence in carrying out his or her ctions.	11 12 13	
	3	Duty not to	o improperly use position	14	
			nember of the Council must not make improper use of his or position:	15 16	
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	17 18	
		(b)	to cause detriment to the University.	19	
	4	Duty not to	o improperly use information	20	
		A n info	nember of the Council must not make improper use of rmation acquired because of his or her position:	2° 22	
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	23 24	
		(b)	to cause detriment to the University.	25	
	5	Disclosure	e of material interests by Council members	26	
		(1) If:		27	
		(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	28 29 30	

	(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	2
	come	nember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Council.	5 6
(2)		sclosure by a member of the Council at a meeting of the neil that the member:	7 8
	(a)	is a member, or is in the employment, of a specified company or other body, or	10
	(b)	is a partner, or is in the employment, of a specified person, or	11 12
	(c)	has some other specified interest relating to a specified company or other body or to a specified person,	13 14
	relati may	sufficient disclosure of the nature of the interest in any matter ing to that company or other body or to that person which arise after the date of the disclosure and which is required to isclosed under subclause (1).	15 16 17 18
(3)	recoi book	culars of any disclosure made under this clause must be rded by the Council in a book kept for the purpose and that a must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the neil.	19 20 21 22 23
(4)	inter	r a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council rwise determines:	24 25 26
	(a)	be present during any deliberation of the Council with respect to the matter, or	27 28
	(b)	take part in any decision of the Council with respect to the matter.	29 30
(5)	unde	the purpose of the making of a determination by the Council or subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	3/ 32 33
	(a)	be present during any deliberation of the Council for the purpose of making the determination, or	3 ² 35
	(b)	take part in the making by the Council of the determination.	36 37
(6)		ntravention of this clause does not invalidate any decision of Council.	38 39

(7)	consi relati	ideration or discussion of, or from voting on any question ng to, the person's removal from office by the Council	1 2 3 4
(8)	and t	he committee in the same way as it applies to a member of	5 6 7
(9)	in a result	matter if a determination of the Council in the matter may t in a detriment being suffered by or a benefit accruing to the	8 9 10 11
(10)	In thi	is clause:	12
	assoc	ciate of a member means any of the following:	13
	(a)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	14 15
	(b)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	16 17 18
	(c)	any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	19 20 21
Schedule 3	Savir	ngs and transitional provisions	22
Omit "of th	is Act.	" from clause 2 (1). Insert instead:	23
	of thi	is Act and the following Acts:	24
	Univ	ersity Legislation Amendment Act 2004	25
Schedule 3	, clau	se 2 (2)	26
Omit "to th	is Act'	'. Insert instead "to the Act concerned".	27
	(8) (9) (10) Schedule 3 Omit "of the	(8) This and to the C (9) For to in a result mem (10) In this associate (a) (b) (c) Schedule 3 Savin Omit "of this Actuof this Actuor University Schedule 3, clause (a)	consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G. (8) This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council. (9) For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member. (10) In this clause: associate of a member means any of the following: (a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member, (b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member, (c) any other person who is known to the member for reasons other than that person's connection with the University or

[16]	Schedule 3, Part 8				
	Inser	t after	Part 7:	2	
	Par	t 8	Provisions consequent on enactment of University Legislation Amendment Act 2004		
	37	Defi	nitions		
			In this Part: amending Act means the University Legislation Amendment Act 2004.	7 8 9	
			<i>former section 9</i> means section 9 as in force immediately before its substitution by the amending Act.	10 11	
			new section 9 means section 9 as substituted by the amending Act.	12 13	
			relevant day means the date of assent to the amending Act.	14	
	38	Gen	eral	15	
			The provisions of this Part are subject to any regulations made under clause 2.	16 17	
	39	Con	stitution of Council	18	
		(1)	Subject to this Act, on the relevant day:	19	
			(a) a person holding office under former section 9 (2) ceases to hold that office, and	20 21	
			(b) a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	22 23 24 25	
			(c) a person holding office under former section 9 (5) (a), (b), (c), (d) or (e) is taken to be elected as a member under new section 9 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	26 27 28 29	
		(2)	The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 9 as soon as is reasonably practicable after the relevant day.	30 31 32 33	
		(3)	For the purposes of making the by-laws referred to in subclause (2), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).	34 35 36	

(4)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.	1 2
(5)	A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:	3 4 5
	(a) if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	6 7 8
	(b) if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	9 10 11
	(c) if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	12 13 14
	(d) if the vacancy occurs in the office of a member elected under new section 9 (1) (f) or (g), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	15 16 17 18 19
	(e) if the vacancy occurs in the office of a member elected under new section 9 (1) (h), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	20 21 22 23
(6)	Subject to this Act, a member appointed under subclause (5) holds office from the time that person is appointed under that subclause until the expiry of the term of that member's predecessor.	24 25 26 27
(7)	Subject to this Act, if, on the expiry:	28
	(a) of a member's term of office that is continued under subclause (1) (b) or (c), or	29 30
	(b) in the case of a member appointed under subclause (5), of the term of office of the member's predecessor,	31 32
	the by-laws necessary to enable a person to be duly appointed or elected (as the case may be) to that office under new section 9 are not yet in force, the member may continue to hold that office until such time as a person is so duly appointed or elected.	33 34 35 36
(8)	For the purposes of subclause (1), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.	37 38 39 40 41

	(9)	A person who ceases to hold office under subclause (1) (a):	1
		(a) is not entitled to any remuneration or compensation because of loss of that office, and	2
		(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	4 5
40	Max	imum incumbency for Council members	6
	(1)	Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	7 8 9
	(2)	However, clause 1 (3) of Schedule 1 does not affect the operation of clause 39 (1) (b) or (c) or (7) of this Schedule.	10 11
41	App	lication of section 21G	12
		Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	13 14 15
42	Con	tinuation of Council	16
		No amendment made by the amending Act affects the continuity of the Council.	17 18

Schedule 5		Amendment of University of New South Wales Act 1989 No 125				
				(Section 3)	3	
[1]	Section 3 I	Defini	tions		4	
	Insert after	sectio	n 3 (3)	:	5	
	(4)	Note	es inclu	ded in this Act do not form part of this Act.	6	
[2]	Section 9				7	
	Omit the se	ection.	Insert	instead:	8	
	9 Cons	stituti	on of C	Council	9	
	(1)	The	Counci	il is to consist of:	10	
		(a)	3 off	icial members, being:	11	
			(i)	the Chancellor (if the Chancellor is not otherwise a member of the Council), and	12 13	
			(ii)	the Vice-Chancellor, and	14	
			(iii)	the person for the time being holding the office of President of the Academic Board (if that person is not the Vice-Chancellor) or of Deputy President of the Academic Board (if the President is the Vice-Chancellor), and	15 16 17 18 19	
		(b)	6 ext	ernal persons appointed by the Minister, and	20	
		(c)	presc	or more external persons (being such number as is cribed by the by-laws) appointed by the Council, at one of whom is a graduate of the University, and	21 22 23	
		(d)		rsons:	24	
		. ,	(i)	who are members of the academic staff of the University, and	25 26	
			(ii)	who have such qualifications as may be prescribed by the by-laws, and	27 28	
			(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	29 30 31	
		(e)	one p	person:	32	
			(i)	who is a member of the non-academic staff of the University, and	33 34	
			(ii)	who has such qualifications as may be prescribed by the by-laws, and	35 36	

		(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	2
	(f)	one p	person:	4
		(i)	who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	5 -
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	3 9
		(iii)	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	10 11 12
	(g)	one p	person:	13
		(i)	who is a postgraduate student of the University but	14
			who is not a member of the academic or non-academic staff of the University, and	15 16
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	17 18
		(iii)	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	19 20 21
	(h)	4 ext	ternal persons:	22
		(i)	who are graduates of the University, and	23
		(ii)	who have such qualifications as are prescribed by the by-laws, and	24 25
		(iii)	who are elected by graduates of the University in the manner prescribed by the by-laws.	26 27
(2)	purp othe	oses of	vs may not prescribe a number of members for the f subsection (1) (c) that when added to the number of bers to be appointed or elected to the Council would	28 29 30 31
(3)	Parli	iament	ter may appoint a person who is a member of the of New South Wales under subsection (1) (b) but only is nominated by the Council for appointment.	32 33 34
			an 2 such persons may hold office at any one time as members under subsection (1) (b).	35 36

	(4)	Of the members of the Council:	1	
		(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	2 3 4 5	
		(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	6 7 8	
	(5)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	9 10 11 12	
	(6)	The majority of members of the Council must be external persons.	13 14	
	(7)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	15 16	
	(8)	Schedule 1 has effect in relation to the members and procedure of the Council.	17 18	
	(9)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	19 20 21 22	
[3]	Section 15	Functions of Council	23	
	Insert after section 15 (1A):			
	(1B)	Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:	25 26 27	
		(a) to monitor the performance of the Vice-Chancellor, and	28	
		(b) to oversee the University's performance, and	29	
		(c) to oversee the academic activities of the University, and	30	
		(d) to approve the University's mission, strategic direction, annual budget and business plan, and	31 32	
		(e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	33 34 35 36 37 38	

	(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 15A), and	2
	(g)	to approve significant University commercial activities (within the meaning of section 20A), and	
	(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	7 8
	(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	9 10 11 12
	(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	13 14 15
	(k)	to adopt a statement of its primary responsibilities, and	16
	(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	17 18 19
[4]	Section 15, note		20
	Insert at the end o	f the section:	2
	makir Coun risk m	The Annual Reports (Statutory Bodies) Act 1984 regulates the ng of annual reports to Parliament by the Council and requires the cil to report on the University's operations (including in relation to nanagement and insurance arrangements) and a range of financial ther matters.	22 23 24 25 26
[5]	Section 15A Con	trolled entities	27
	Omit "This sectio	n does not itself confer" from section 15A (4).	28
	Insert instead "No	othing in the preceding subsections confers".	29
[6]	Section 15A (5)		30
	Omit "This sectio	n does not affect".	3
	Insert instead "No	othing in the preceding subsections affects".	32

[7]	Section 15A (5A)					
	Inser	t after	section	15A	(5):	2
		(5A)	The C	Counci	il is, as far as is reasonably practicable, to ensure:	3
			(a)	that t	the governing bodies of controlled entities:	4
				(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	(
				(ii)	comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	8
				(iii)	adopt and evaluate their own governance principles, and	10 17
				(iv)	document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and	12 13 14
			(b)	that gover	a protocol is established regarding reporting by rning bodies of controlled entities to the Council.	15 16
[8]	Part	4A				17
	Insert after Part 4:					
	Part 4A Duties of Council members					19
	20F Dut		uties of Council members			
			The r	nembe	ers of the Council have the duties set out in Schedule	2° 22
	20G	Rem	oval fr	om of	fice for breach of duty	23
		(1)			il may remove a member of the Council from office of a duty set out in Schedule 2A.	24 25
		(2)	Coun meml	cil of	al from office may be effected only at a meeting of the which notice (including notice of the motion that the ncerned be removed from office for breach of duty) ven.	26 27 28 29
		(3)	remo	val is s	al from office may be effected only if the motion for supported by at least a two-thirds majority of the total members for the time being of the Council.	30 37 32
		(4)	unles	s the rtunity	for removal must not be put to the vote of the meeting member concerned has been given a reasonable to reply to the motion at the meeting, either orally or	33 34 38 36

	(5)	atten moti	e member to whom the motion for removal refers does not d the meeting, a reasonable opportunity to reply to the on is taken to have been given if notice of the meeting has duly given.	1 2 3 4
	(6)		ember of the Council may not be removed from office by the neil for breach of duty except pursuant to this section.	5 6
[9]	Section 27	By-la	ws	7
	Omit "(othe	er than	the parliamentary members)" from section 27 (1) (b).	8
[10]	Section 28	Rules	5	9
			2), 15 (1) (d) and (e), 22 and 27 (1) (b) and (k) and clauses 1 section 28 (1).	10 11
			(1) (c)–(h) and (7), 10 (2), 15 (1) (d) and (e), 22 and 27 (1) auses 1 (1) (c) and (d)".	12 13
[11]	Schedule 1	Prov	isions relating to members and procedure of the Council	14
	Omit clause	es 1 an	ad 2. Insert instead:	15
	1 Term	of of	fice	16
	(1)	Subj follo	ect to this Act, a member of the Council holds office as ws:	17 18
		(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	19 20
		(b)	in the case of a member appointed under section 9 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	21 22 23
		(c)	in the case of an elected member referred to in section 9 (1) (d), (e), (f) or (g), for such term (not exceeding 2 years) as may be prescribed by the by-laws,	24 25 26
		(d)	in the case of an elected member referred to in section 9 (1) (h), for such term (not exceeding 4 years) as may be prescribed by the by-laws.	27 28 29
	(2)	The new	need to maintain an appropriate balance of experienced and members on the Council must be taken into account:	30 31
		(a)	by the Council, when making the by-laws required under this clause, and	32 33
		(b)	by the Minister and the Council, when appointing members to the Council.	34 35

	(3)	cons	A person must not be appointed or elected to serve more than 12 consecutive years of office (unless the Council otherwise resolves in relation to the person).					
2	Vaca	ition o	n of office					
	The office of a member of the Council becomes vacant if the member:							
		(a) dies, or						
		(b)	declines to act, or	8				
		(c)	resigns the office by writing under his or her hand addressed:	9 10				
			(i) in the case of a member appointed by the Minister, to the Minister, or	11 12				
			(ii) in the case of a member appointed by the Council, to the Chancellor, or	13 14				
			(iii) in the case of an elected member, to the Vice-Chancellor, or	15 16				
		(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	17 18 19 20				
		(e)	· · · · · · · · · · · · · · · · · · ·					
		(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	22 23 24 25 26				
		(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	27 28 29				
		(h)	is removed from office by the Council pursuant to section 20G, or	30 31				
		(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	32 33 34 35 36				
		(j)	in the case of an elected member, ceases to be qualified for election, or	37 38				

		(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	1 2
		(1)	in the case of a member appointed by the Council, is removed from office by the Council.	3 4
[12]	Sch	edule 1, clau	ıse 3 (2)	5
	Omi	t "(otherwise	than to fill the office of a parliamentary member)".	6
[13]	Sche	edule 2A		7
	Inse	t after Sched	lule 2:	8
	Scl	nedule 2/	A Duties of Council members	9
			(Section 20F)	10
	1	Duty to ac	t in best interests of University	11
		A me	ember of the Council must carry out his or her functions:	12
		(a)	in good faith in the best interests of the University as a whole, and	13 14
		(b)	for a proper purpose.	15
	2	Duty to ex	ercise care and diligence	16
		reaso	nember of the Council must act honestly and exercise a onable degree of care and diligence in carrying out his or her tions.	17 18 19
	3	Duty not to	o improperly use position	20
			ember of the Council must not make improper use of his or position:	21 22
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	23 24
		(b)	to cause detriment to the University.	25
	4	Duty not to	o improperly use information	26
			nember of the Council must not make improper use of rmation acquired because of his or her position:	27 28
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	29 30
		(b)	to cause detriment to the University.	31

(1)

If:

1

Disclosure of material interests by Council members

	(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	3 4 5		
	(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	6 7 8		
	come	nember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Council.	9 10 11		
(2)	A disclosure by a member of the Council at a meeting of the Council that the member:				
	(a)	is a member, or is in the employment, of a specified company or other body, or	14 15		
	(b)	is a partner, or is in the employment, of a specified person, or	16 17		
	(c)	has some other specified interest relating to a specified company or other body or to a specified person,	18 19		
	relati may	ufficient disclosure of the nature of the interest in any matter ng to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	20 21 22 23		
(3)	recor book	culars of any disclosure made under this clause must be ded by the Council in a book kept for the purpose and that must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the acil.	24 25 26 27 28		
(4)	intere	a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council wise determines:	29 30 31		
	(a)	be present during any deliberation of the Council with respect to the matter, or	32 33		
	(b)	take part in any decision of the Council with respect to the matter.	34 35		
(5)	unde	the purpose of the making of a determination by the Council r subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	36 37 38		
	(a)	be present during any deliberation of the Council for the purpose of making the determination, or	39 40		

			(b)	take part in the making by the Council of the determination.	2
		(6)		ntravention of this clause does not invalidate any decision of Council.	3
		(7)	consi relati	clause does not prevent a person from taking part in the ideration or discussion of, or from voting on any question ng to, the person's removal from office by the Council ant to section 20G.	5 7 8
		(8)	and t	clause applies to a member of a committee of the Council he committee in the same way as it applies to a member of council and the Council.	10 11
		(9)	in a resul	he purposes of this clause, a member has a material interest matter if a determination of the Council in the matter may t in a detriment being suffered by or a benefit accruing to the ber or an associate of the member.	12 13 14 15
		(10)	In thi	is clause:	16
			assoc	ciate of a member means any of the following:	17
			(a)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	18 19
			(b)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	20 21 22
			(c)	any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	23 24 25
[14]	Sche	dule 3	Savir	ngs and transitional provisions	26
	Inser	t before	e claus	se 1:	27
	1 A	Savir	ngs or	transitional regulations	28
		(1)	savin	Governor may make regulations containing provisions of a ags or transitional nature consequent on the enactment of the wing Acts:	29 30 31
			Univ	ersity Legislation Amendment Act 2004	32
		(2)	Any from	such provision may, if the regulations so provide, take effect the date of assent to the Act concerned or a later date.	33 34

	(3)	To the extent to which any such provision takes effect from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as:		1 2 3		
			(a)	to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	4 5 6	
		(b)	to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	7 8 9		
[15]	Sche	edule :	3, clau	se 12	10	
	Inser	rt after	clause	:11:	11	
	12	12 Provisions consequent on enactment of University Legislation Amendment Act 2004				
		(1)	In thi	is clause:	14	
			amer 2004	nding Act means the University Legislation Amendment Act	15 16	
				ner section 9 means section 9 as in force immediately before abstitution by the amending Act.	17 18	
			<i>new</i> Act.	section 9 means section 9 as substituted by the amending	19 20	
			relev	vant day means the date of assent to the amending Act.	21	
		(2)	Subje	ect to this Act, on the relevant day:	22	
			(a)	a person holding office under former section 9 (2) ceases to hold that office, and	23 24	
			(b)	a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	25 26 27 28	
			(c)	a person holding office under former section 9 (5) (a), (b), (c), (d) or (e) is taken to be elected as a member under new section 9 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	29 30 31 32	
		(3)	the N	or as soon as is reasonably practicable after, the relevant day, Minister must appoint the balance of the members required to oppointed under new section 9 (1) (b).	33 34 35	
		(4)	neces duly	Council is to make all necessary by-laws and take all ssary steps to ensure, as far as possible, that the Council is constituted under new section 9 as soon as is reasonably ticable after the relevant day.	36 37 38 39	

(5)	For the purposes of making the by-laws referred to in subclause (4), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).					
(6)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.					
(7)	A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:					
	(a)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	9 10 11			
	(b)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	12 13 14			
	(c)	if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	15 16 17			
	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f) or (g), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	18 19 20 21 22			
	(e)	if the vacancy occurs in the office of a member elected under new section 9 (1) (h), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	23 24 25 26			
(8)	Subject to this Act, a member appointed under subclause (7) holds office from the time that person is appointed under that subclause until the expiry of the term of that member's predecessor.					
(9)	Subje	ect to this Act, if, on the expiry:	31			
	(a)	of a member's term of office that is continued under subclause (2) (b) or (c), or	32 33			
	(b)	in the case of a member appointed under subclause (7), of the term of office of the member's predecessor,	34 35			
	the by-laws necessary to enable a person to be duly appointed or elected (as the case may be) to that office under new section 9 are not yet in force, the member may continue to hold that office until such time as a person is so duly appointed or elected.					

(1	10)	For the purposes of subclause (2), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.	1 2 3 4 5
(1	11)	A person who ceases to hold office under subclause (2) (a):	6
		(a) is not entitled to any remuneration or compensation because of loss of that office, and	7 8
		(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	9 10
(1	12)	Consecutive years of office served by a member immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	11 12 13
(1	13)	However, clause 1 (3) of Schedule 1 does not affect the operation of subclause (2) (b) or (c) or (9) of this Schedule.	14 15
(1	14)	Section 20G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	16 17 18
(1	15)	No amendment made by the amending Act affects the continuity of the Council.	19 20
(1	16)	The provisions of this clause are subject to any regulations made under clause 1A.	21 22

Scł	chedule 6		hedule 6 Amendment of University of Newcastle Act 1989 No 68			1 2
					(Section 3)	3
[1]	Sect	ion 3 l	Defini	tions		4
	Inser	t after	sectio	on 3 (3)	:	5
		(4)	Note	es inclu	ided in this Act do not form part of this Act.	6
[2]	Sect	ion 9				7
• •	Omit	the se	ection.	Insert	instead:	8
	9	Cons	stituti	on of (Council	9
		(1)	The	Counc	il is to consist of:	10
			(a)	3 off	ficial members, being:	11
				(i)	the Chancellor (if the Chancellor is not otherwise a	12
					member of the Council), and	13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the person for the time being holding the office of	15
					presiding member of the Academic Senate (if that	16 17
					person is not the Vice-Chancellor) or of deputy presiding member of the Academic Senate (if the	18
					presiding member is the Vice-Chancellor), and	19
			(b)	6 ex	ternal persons appointed by the Minister from, as far	20
			()		racticable, the following categories:	21
				(i)	persons experienced in the field of education or the arts,	22 23
				(ii)	persons experienced in technology, industry, commerce or industrial relations,	24 25
				(iii)	persons who are practising, or have practised, a profession, and	26 27
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	28 29
			(d)	2 per	rsons:	30
				(i)	who are members of the academic staff of the University, and	31 32
				(ii)	who have such qualifications as may be prescribed by the by-laws, and	33 34

		(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	1 2 3
	(e)	one p	4	
		(i)	who is a member of the non-academic staff of the University, and	5 6
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	7 8
		(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	9 10 11
	(f)	one p	person:	12
		(i)	who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	13 14 15
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	16 17
		(iii)	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	18 19 20
	(g)	one p	person:	21
		(i)	who is a postgraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	22 23 24
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	25 26
		(iii)	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	27 28 29
	(h)		or more external persons (being such number as is cribed by the by-laws):	30 31
		(i)	who are members of Convocation, and	32
		(ii)	who have such qualifications as are prescribed by the by-laws, and	33 34
		(iii)	who are (as prescribed by the by-laws) elected by members of Convocation in the manner prescribed by the by-laws or appointed by the Council.	35 36 37
(2)	purp num	oses of ber of	rs may not prescribe a number of members for the f subsection (1) (c) or (h) that when added to the other members to be appointed or elected to the uld exceed 22.	38 39 40 41

	(3)	A person appointed under subsection (1) (h) is appointed in addition to any member appointed under subsection (1) (c).	2
	(4)	The Minister may appoint a person who is a member of the Parliament of New South Wales under subsection (1) (b) but only if the person is nominated by the Council for appointment.	3 2
		No more than 2 such persons may hold office at any one time as appointed members under subsection (1) (b).	6
	(5)	Of the members of the Council:	8
		(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	10 11 12
		(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	13 14 15
	(6)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	16 17 18 19
	(7)	The majority of members of the Council must be external persons.	20 21
	(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	22 23
	(9)	Schedule 1 has effect in relation to the members and procedure of the Council.	24 25
	(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	26 27 28 29
[3]	Section 16	Functions of Council	30
	Insert after	section 16 (1A):	3
	(1B)	Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:	32 33 34
		 (a) to monitor the performance of the Vice-Chancellor, and (b) to oversee the University's performance, and (c) to oversee the academic activities of the University, and 	35 36 37
		(c) to oversee the academic activities of the University, and	0,

	((d)	to approve the University's mission, strategic direction, annual budget and business plan, and		1
	((e)	to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and		3 2 5 6 7 8
		(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and		10
	((g)	to approve significant University commercial activities (within the meaning of section 21A), and		12 13
	((h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	•	14 15 16
		(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	•	17 18 19 20
		(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	2	21 22 23
	((k)	to adopt a statement of its primary responsibilities, and	2	24
		(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	2	25 26 27
[4]	Section 16, n	ote		2	28
	Insert at the en	nd of	the section:	2	29
	n C ri	nakino Counc isk ma	The Annual Reports (Statutory Bodies) Act 1984 regulates the g of annual reports to Parliament by the Council and requires the il to report on the University's operations (including in relation to an agement and insurance arrangements) and a range of financial her matters.	3	3(3) 32 33 34
[5]	Section 16A	Cont	rolled entities	3	35
	Omit "This se	ection	does not itself confer" from section 16A (4).	3	36
	Insert instead	"Not	hing in the preceding subsections confers".	3	37

[6]	Sect	ion 16	A (5)		•
	Omit	"This	section does	not affect".	2
	Inser	t instea	d "Nothing i	n the preceding subsections affects".	3
[7]	Section 16A (5A)				
			section 16A	(5):	Ę
		(5A)		l is, as far as is reasonably practicable, to ensure:	6
				he governing bodies of controlled entities:	7
			(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	8
			(ii)	comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	10 12 12
			(iii)	adopt and evaluate their own governance principles, and	13 14
			(iv)	document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and	15 16 17
			(b) that gover	a protocol is established regarding reporting by rning bodies of controlled entities to the Council.	18 19
[8]	Part	4A			20
	Inser	t after	Part 4:		2′
	Par	t 4A	Duties of	of Council members	22
	21F	Dutie	s of Counci	I members	23
			The member 2A.	ers of the Council have the duties set out in Schedule	24 25
	21G	Rem	oval from of	fice for breach of duty	26
		(1)		il may remove a member of the Council from office of a duty set out in Schedule 2A.	27 28
		(2)	Council of	al from office may be effected only at a meeting of the which notice (including notice of the motion that the neerned be removed from office for breach of duty) ven.	29 30 3 ² 32

	(3	rem	removal from office may be effected only if the motion for oval is supported by at least a two-thirds majority of the total aber of members for the time being of the Council.	1 2 3		
	(4	unle oppe	motion for removal must not be put to the vote of the meeting ess the member concerned has been given a reasonable ortunity to reply to the motion at the meeting, either orally or viting.	4 5 6 7		
	(5	atter mot	ne member to whom the motion for removal refers does not not the meeting, a reasonable opportunity to reply to the ion is taken to have been given if notice of the meeting has a duly given.	8 9 10 11		
	(6		nember of the Council may not be removed from office by the uncil for breach of duty except pursuant to this section.	12 13		
[9]	Section	28 By-la	aws	14		
	Omit "(o	ther than	n the parliamentary members)" from section 28 (1) (b).	15		
[10]	Section 29 Rules					
			(2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and (e)" from section 29 (1).	17 18		
			(1) (c)–(h) and (8), 10 (2), 14 (1), 16 (1) (d) and (e), 23 and and clauses 1 (1) (c) and (d)".	19 20		
[11]	Schedul	e 1 Prov	visions relating to members and procedure of the Council	21		
	Omit cla	uses 1 aı	nd 2. Insert instead:	22		
	1 Te	rm of o	ffice	23		
	(1) Subj	ject to this Act, a member of the Council holds office as ows:	24 25		
		(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	26 27		
		(b)	in the case of a member appointed under section 9 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	28 29 30		
		(c)	in the case of an elected member referred to in section 9 (1) (d), (e), (f) or (g), for such term (not exceeding 2 years) as may be prescribed by the by-laws,	31 32 33		

		(d)	such the b in the	e case of a member referred to in section 9 (1) (h), for term (not exceeding 4 years) as may be prescribed by y-laws (in the case of an elected member) or specified e member's instrument of appointment (in the case of pointed member).	1 2 3 4 5
	(2)			o maintain an appropriate balance of experienced and ers on the Council must be taken into account:	6 7
		(a)		e Council, when making the by-laws required under clause, and	8 9
		(b)		the Minister and the Council, when appointing bers to the Council.	10 11
	(3)	cons	ecutive	tust not be appointed or elected to serve more than 12 be years of office (unless the Council otherwise relation to the person).	12 13 14
2	Vaca	tion c	of offic	e	15
		The mem		of a member of the Council becomes vacant if the	16 17
		(a)	dies,	or	18
		(b)	decli	nes to act, or	19
		(c)		ns the office by writing under his or her hand essed:	20 21
			(i)	in the case of a member appointed by the Minister, to the Minister, or	22 23
			(ii)	in the case of a member appointed by the Council, to the Chancellor, or	24 25
			(iii)	in the case of an elected member, to the Vice-Chancellor, or	26 27
		(d)	for the	mes bankrupt, applies to take the benefit of any law ne relief of bankrupt or insolvent debtors, compounds his or her creditors or makes any assignment of his or state for their benefit, or	28 29 30 31
		(e)	beco	mes a mentally incapacitated person, or	32
		(f)	punis conv offer	onvicted in New South Wales of an offence that is shable by imprisonment for 12 months or more or is icted elsewhere than in New South Wales of an ace that, if committed in New South Wales, would be frence so punishable, or	33 34 35 36 37

		(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	2
		(h)	is removed from office by the Council pursuant to section 21G, or	2 5
		(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	6 7 8 9
		(j)	in the case of an elected member, or a member appointed under section 9 (1) (h), ceases to be qualified for election or appointment, or	11 12 13
		(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	14 15
		(1)	in the case of a member appointed by the Council, is removed from office by the Council.	16 17
[12]	Sche	edule 2A		18
	Inser	t after Sched	ule 2:	19
	Sch	nedule 2 <i>l</i>	A Duties of Council members	20
			(Section 21F)	2′
	1	Duty to act	t in best interests of University	22
		A me	ember of the Council must carry out his or her functions:	23
		(a)	in good faith in the best interests of the University as a whole, and	24 25
		(b)	for a proper purpose.	26
	2	Duty to exe	ercise care and diligence	27
			ember of the Council must act honestly and exercise a mable degree of care and diligence in carrying out his or her tions.	28 29 30
	3	Duty not to	improperly use position	3′
			ember of the Council must not make improper use of his or osition:	32 33
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	34 35

		(b)	to cause detriment to the University.	1
4	Duty	not to	o improperly use information	2
			nember of the Council must not make improper use of rmation acquired because of his or her position:	3 4
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	5 6
		(b)	to cause detriment to the University.	7
5	Disc	losure	e of material interests by Council members	8
	(1)	If:		9
		(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	10 11 12
		(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	13 14 15
		come	member must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the rest at a meeting of the Council.	16 17 18
	(2)		isclosure by a member of the Council at a meeting of the ncil that the member:	19 20
		(a)	is a member, or is in the employment, of a specified company or other body, or	21 22
		(b)	is a partner, or is in the employment, of a specified person, or	23 24
		(c)	has some other specified interest relating to a specified company or other body or to a specified person,	25 26
		relat may	sufficient disclosure of the nature of the interest in any matter ing to that company or other body or to that person which arise after the date of the disclosure and which is required to isclosed under subclause (1).	27 28 29 30
	(3)	recor	iculars of any disclosure made under this clause must be rded by the Council in a book kept for the purpose and that a must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the ncil.	31 32 33 34 35

(4)	intere	r a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council wise determines:	1 2 3	
	(a)	be present during any deliberation of the Council with respect to the matter, or	4 5	
	(b)	take part in any decision of the Council with respect to the matter.	6 7	
(5)	unde	he purpose of the making of a determination by the Council r subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	8 9 10	
	(a)	be present during any deliberation of the Council for the purpose of making the determination, or	11 12	
	(b)	take part in the making by the Council of the determination.	13 14	
(6)		ntravention of this clause does not invalidate any decision of Council.	15 16	
(7)	This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G.			
(8)	and t	clause applies to a member of a committee of the Council he committee in the same way as it applies to a member of Council and the Council.	21 22 23	
(9)	For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.			
(10)	In thi	is clause:	28	
	assoc	ciate of a member means any of the following:	29	
	(a)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	30 31	
	(b)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	32 33 34	
	(c)	any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	35 36 37	

[13]	Schedule 3 Savings and transitional provisions			1 2			
	Inser	t befor	re the heading to Part 1:				
	Part 1A		General				
	1A	Savir	Savings or transitional regulations				
		(1)	The Governor may make regulations containing provisions of a savings or transitional nature consequent on the enactment of the following Acts:	5 6 7			
			University Legislation Amendment Act 2004	8			
		(2)	Any such provision may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date.	9 10			
		(3)	To the extent to which any such provision takes effect from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as:	11 12 13			
			(a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	14 15 16			
			(b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	17 18 19			
[14]	Schedule 3, Part 4						
	Insert after Part 3:						
	Part 4 Provisions consequent on enactment of						
			University Legislation Amendment Act				
		2004					
	15	Defin	nitions	25			
			In this Part:	26			
			amending Act means the University Legislation Amendment Act 2004.	27 28			
			<i>former section 9</i> means section 9 as in force immediately before its substitution by the amending Act.	29 30			
			new section 9 means section 9 as substituted by the amending Act.	31 32			
			relevant day means the date of assent to the amending Act.	33			

16	Gen	eral	1				
		The provisions of this Part are subject to any regulations made under clause 1A.	2				
17	Con	stitution of Council	4				
	(1)	Subject to this Act, on the relevant day:					
		(a) a person holding office under former section 9 (2) ceases to hold that office, and	6 7				
		(b) a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	8 9 10 11				
		(c) a person holding office under former section 9 (5) (a), (b), (c), (c1) or (d) is taken to be elected as a member under new section 9 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	12 13 14 15				
	(2)	On, or as soon as is reasonably practicable after, the relevant day, the Minister must appoint the balance of the members required to be appointed under new section 9 (1) (b).	16 17 18				
	(3)	The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 9 as soon as is reasonably practicable after the relevant day.	19 20 21 22				
	(4)	For the purposes of making the by-laws referred to in subclause (3), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).					
	(5)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.	26 27				
	(6)	A casual vacancy occurring in the office of a member before the Council is duly constituted under new section 9 is to be filled as follows:	28 29 30				
		(a) if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	31 32 33				
		(b) if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	34 35 36				
		(c) if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	37 38 39				

	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f) or (g), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	1 2 3 4 5
	(e)	if the vacancy occurs in the office of a member elected under new section 9 (1) (h), the Council is to appoint a person qualified to hold that office following consultation with Convocation.	6 7 8 9
(7)	holds subcl	ect to this Act, a member appointed under subclause (6) s office from the time that person is appointed under that lause until the expiry of the term of that member's ecessor.	10 11 12 13
(8)	Subje	ect to this Act, if, on the expiry:	14
	(a)	of a member's term of office that is continued under subclause (1) (b) or (c), or	15 16
	(b)	in the case of a member appointed under subclause (6), of the term of office of the member's predecessor,	17 18
	electe not y	y-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 9 are et in force, the member may continue to hold that office until time as a person is so duly appointed or elected.	19 20 21 22
(9)	vacai is tak unde	the purposes of subclause (1), a member filling a casual new and holding office immediately before the relevant day sen to hold that office immediately before the relevant day of the provision under which the member's predecessor was ed or appointed.	23 24 25 26 27
(10)	A pe	rson who ceases to hold office under subclause (1) (a):	28
	(a)	is not entitled to any remuneration or compensation because of loss of that office, and	29 30
	(b)	is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	31 32
Maxi	mum i	incumbency for Council members	33
(1)	imm	recutive years of office served by a member of the Council rediately before the relevant day are to be taken into account plying clause 1 (3) of Schedule 1 in respect of the member.	34 35 36
(2)		ever, clause 1 (3) of Schedule 1 does not affect the operation ause 17 (1) (b) or (c) or (8) of this Schedule.	37 38

University Legislation Amendment Bill 2004

Schedule 6 Amendment of University of Newcastle Act 1989 No 68

19	Application of section 21G	1
	Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	2 3 4
20	Continuation of Council	5
	No amendment made by the amending Act affects the continuity of the Council.	6 7

Scł				ndment of University of Sydney Act No 124	1
				(Section 3)	3
[1]	Section 3	Defini	tions		4
	Insert after	section	on 3 (3)	:	5
	(4)	Note	es inclu	ided in this Act do not form part of this Act.	6
[2]	Section 9				7
	Omit the s	ection.	Insert	instead:	8
	9 Con	stituti	on of S	Senate	9
	(1)	The	Senate	is to consist of:	10
		(a)	3 off	icial members, being:	11
			(i)	the Chancellor (if the Chancellor is not otherwise a member of the Senate), and	12 13
			(ii)	the Vice-Chancellor, and	14
			(iii)	the person for the time being holding the office of presiding member of the Academic Board (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Board (if the presiding member is the Vice-Chancellor), and	15 16 17 18 19
		(b)	is no	ternal persons appointed by the Minister, one of whom minated by the Senate for appointment otherwise than uant to subsection (2), and	20 21 22
		(c)	one o	external person appointed by the Senate, and	23
		(d)	4 per	rsons:	24
			(i)	who are members of the academic staff of the University, and	25 26
			(ii)	who have such qualifications as may be prescribed by the by-laws, and	27 28
			(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	29 30 31
		(e)	one j	person:	32
			(i)	who is a member of the non-academic staff of the University, and	33 34
			(ii)	who has such qualifications as may be prescribed by the by-laws, and	35 36

	(i	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	1 2 3
	(f) o	ne person:	4
	(who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	5 6 7
	(=	who has such qualifications as may be prescribed by the by-laws, and	8 9
	(i	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	10 11 12
	(g) o	ne person:	13
	(who is a postgraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	14 15 16
	(=	who has such qualifications as may be prescribed by the by-laws, and	17 18
	(i	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	19 20 21
	(h) 5	external persons:	22
	((i) who are graduates of the University, and	23
	(=	who have such qualifications as are prescribed by the by-laws, and	24 25
	(i	who are elected by graduates of the University in the manner prescribed by the by-laws.	26 27
(2)	Parliam	nister may appoint a person who is a member of the ent of New South Wales under subsection (1) (b) but only erson is nominated by the Senate for appointment.	28 29 30
		e than 2 such persons may hold office at any one time as ed members under subsection (1) (b).	31 32
(3)	Of the r	nembers of the Senate:	33
, ,	b	t least 2 must have financial expertise (as demonstrated y relevant qualifications and by experience in financial nanagement at a senior level in the public or private ector), and	34 35 36 37
	ď	t least one must have commercial expertise (as emonstrated by relevant experience at a senior level in the ublic or private sector).	38 39 40

	(4)	All appointed members of the Senate must have expertise and experience relevant to the functions exercisable by the Senate and an appreciation of the object, values, functions and activities of the University.	1 2 3 4
	(5)	The majority of members of the Senate must be external persons.	5
	(6)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Senate.	6 7
	(7)	Schedule 1 has effect in relation to the members and procedure of the Senate.	8 9
	(8)	A reference in this section to members of the academic staff of the University includes a reference to such persons as the by-laws declare to be members of the academic staff of the University for the purposes of this section.	10 11 12 13
	(9)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	14 15 16 17
[3]	Section 16	Functions of Senate	18
	Insert after	section 16 (1A):	19
	(1B)	Without limiting the functions of the Senate under subsection (1A), the Senate is, in controlling and managing the affairs and concerns of the University:	20 21 22
		(a) to monitor the performance of the Vice-Chancellor, and	23
		(b) to oversee the University's performance, and	24
		(c) to oversee the academic activities of the University, and	25
		(d) to approve the University's mission, strategic direction, annual budget and business plan, and	26 27
		(e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	28 29 30 31 32 33
		(f) to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and	34 35 36
		(g) to approve significant University commercial activities (within the meaning of section 26A), and	37 38

	(h)	Univ	stablish policies and procedural principles for the ersity consistent with legal requirements and munity expectations, and	_
	(i)	infor confe	sure that the University's grievance procedures, and mation concerning any rights of appeal or review erred by or under any Act, are published in a form that adily accessible to the public, and	5
	(j)	funct	gularly review its own performance (in light of its ions and obligations imposed by or under this or any Act), and	
	(k)	to ad	opt a statement of its primary responsibilities, and	11
	(1)		ake available for Fellows a program of induction and evelopment relevant to their role as a Fellow.	12 13
[4]	Section 16, note			14
	Insert at the end of	of the s	ection:	15
	Note	. The A	Annual Reports (Statutory Bodies) Act 1984 regulates the	16 17
			nnual reports to Parliament by the Senate and requires the port on the University's operations (including in relation to	18
		nanage other ma	ment and insurance arrangements) and a range of financial atters.	19 20
[5]	Section 16A Cor	ntrolled	d entities	21
	Omit "This section	n does	not itself confer" from section 16A (4).	22
	Insert instead "No	othing	in the preceding subsections confers".	23
[6]	Section 16A (5)			24
	Omit "This section	n does	not affect".	25
	Insert instead "No	othing	in the preceding subsections affects".	26
[7]	Section 16A (5A)		27
	Insert after sectio	n 16A	(5):	28
	(5A) The	Senate	is, as far as is reasonably practicable, to ensure:	29
	(a)	that t	the governing bodies of controlled entities:	30
		(i)	possess the expertise and experience necessary to provide proper stewardship and control, and	31 32
		(ii)	comprise, where possible, at least some members who are not members of the Senate or members of staff, or students, of the University, and	33 34 35
		(iii)	adopt and evaluate their own governance principles, and	36 37

			 (iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and (b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Senate. 	1 2 3 4 5
[8]	Part	4A		6
	Inser	t after	Part 4:	7
	Par	t 4A	Duties of Fellows	8
	26F	Dutie	es of Fellows	9
			The Fellows have the duties set out in Schedule 2A.	10
	26G	Remo	oval from office for breach of duty	11
		(1)	The Senate may remove a Fellow from office for breach of a duty set out in Schedule 2A.	12 13
		(2)	The removal from office may be effected only at a meeting of the Senate of which notice (including notice of the motion that the Fellow concerned be removed from office for breach of duty) was duly given.	14 15 16 17
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of Fellows for the time being.	18 19 20
		(4)	The motion for removal must not be put to the vote of the meeting unless the Fellow concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	21 22 23 24
		(5)	If the Fellow to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.	25 26 27 28
		(6)	A Fellow may not be removed from office by the Senate for breach of duty except pursuant to this section.	29 30
[9]	Sect	ion 36	By-laws	31
	Omit	t "(othe	er than the parliamentary members)" from section 36 (1) (b).	32

[10]	Section 37 Rules				
				9), 10 (2), 14 (1), 16 (1) (d) and (e), 30 and 36 (1) (b) and (k) and (e)" from section 37 (1).	2
				(1) (d)–(h), (6) and (8), 10 (2), 14 (1), 16 (1) (d) and (e), 30 d (k) and clauses 1 (1) (c) and (d)".	4 5
[11]	Sche Sena		1 Prov	risions relating to Fellows and to the procedure of the	6 7
	Omit	clause	es 1 ar	nd 2. Insert instead:	8
	1	Term	n of of	ffice	9
		(1)	Subj	ect to this Act, a Fellow holds office as follows:	10
			(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	11 12
			(b)	in the case of a member appointed under section 9 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	13 14 15
			(c)	in the case of an elected member referred to in section 9 (1) (d), (e), (f) or (g), for such term (not exceeding 2 years) as may be prescribed by the by-laws,	16 17 18
			(d)	in the case of an elected member referred to in section 9 (1) (h), for such term (not exceeding 4 years) as may be prescribed by the by-laws.	19 20 21
		(2)	The new	need to maintain an appropriate balance of experienced and members on the Senate must be taken into account:	22 23
			(a)	by the Senate, when making the by-laws required under this clause, and	24 25
			(b)	by the Minister and the Senate, when appointing members to the Senate.	26 27
		(3)	cons	erson must not be appointed or elected to serve more than 12 secutive years of office (unless the Senate otherwise resolves elation to the person).	28 29 30
	2	Vaca	ation c	of office	31
			The	office of a Fellow becomes vacant if the Fellow:	32
			(a)	dies, or	33
			(b)	declines to act, or	34

	(c)	resigns the office by writing under his or her hand addressed:	1 2
		(i) in the case of a Fellow appointed by the Minister, to the Minister, or	3 4
		(ii) in the case of a Fellow appointed by the Senate, to the Chancellor, or	5 6
		(iii) in the case of an elected Fellow, to the Vice-Chancellor, or	7 8
	(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	9 10 11 12
	(e)	becomes a mentally incapacitated person, or	13
	(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	14 15 16 17 18
	(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	19 20 21
	(h)	is removed from office by the Senate pursuant to section 26G, or	22 23
	(i)	is absent from 3 consecutive meetings of the Senate of which reasonable notice has been given to the Fellow personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Senate for his or her absence, or	24 25 26 27 28
	(j)	in the case of an elected Fellow, ceases to be qualified for election, or	29 30
	(k)	in the case of a Fellow appointed by the Minister, is removed from office by the Minister, or	31 32
	(1)	in the case of a Fellow appointed by the Senate, is removed from office by the Senate.	33 34
[12]	Schedule 1, clau	se 3 (2)	35
	Omit "(otherwise	than to fill the office of a parliamentary member)".	36

Schedule 7	Amendment	of University	of Sydne	v Act 1989 No	124

[13]		e dule 2A t after Schedule 2	2:	1
	Sch	nedule 2A	Duties of Fellows	3
			(Section 26F)	2
	1	Duty to act in I	best interests of University	5
		A Fellow	must carry out his or her functions:	6
			good faith in the best interests of the University as a nole, and	7 8
		(b) for	r a proper purpose.	ę
	2	Duty to exercis	se care and diligence	10
			w must act honestly and exercise a reasonable degree of diligence in carrying out his or her functions.	11 12
	3	Duty not to im	properly use position	13
		A Fellow	must not make improper use of his or her position:	14
			gain, directly or indirectly, an advantage for the Fellow another person, or	15 16
		(b) to	cause detriment to the University.	17
	4	Duty not to im	properly use information	18
			w must not make improper use of information acquired of his or her position:	19 20
			gain, directly or indirectly, an advantage for the Fellow another person, or	2 ²
		(b) to	cause detriment to the University.	23
	5	Disclosure of I	material interests by Fellows	24
		(1) If:	· · · · · · · · · · · · · · · · · · ·	25
		CO!	Fellow has a material interest in a matter being nsidered or about to be considered at a meeting of the mate and	26 27 28

	(b)	the interest appears to raise a conflict with the proper performance of the Fellow's duties in relation to the consideration of the matter,	1 2 3
	come	ellow must, as soon as possible after the relevant facts have to the Fellow's knowledge, disclose the nature of the est at a meeting of the Senate.	4 5 6
(2)	A dis Fello	sclosure by a Fellow at a meeting of the Senate that the w:	7 8
	(a)	is a member, or is in the employment, of a specified company or other body, or	9 10
	(b)	is a partner, or is in the employment, of a specified person, or	11 12
	(c)	has some other specified interest relating to a specified company or other body or to a specified person,	13 14
	relati may	ufficient disclosure of the nature of the interest in any matter ng to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	15 16 17 18
(3)	recor book	culars of any disclosure made under this clause must be ded by the Senate in a book kept for the purpose and that must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the Senate.	19 20 21 22
(4)	matte	r a Fellow has disclosed the nature of an interest in any er, the Fellow must not, unless the Senate otherwise mines:	23 24 25
	(a)	be present during any deliberation of the Senate with respect to the matter, or	26 27
	(b)	take part in any decision of the Senate with respect to the matter.	28 29
(5)	unde	he purpose of the making of a determination by the Senate r subclause (4), a Fellow who has a material interest in a er to which the disclosure relates must not:	30 31 32
	(a)	be present during any deliberation of the Senate for the purpose of making the determination, or	33 34
	(b)	take part in the making by the Senate of the determination.	35
(6)		ntravention of this clause does not invalidate any decision of enate.	36 37

		(7)	consi relati	clause does not prevent a person from taking part in the deration or discussion of, or from voting on any question ng to, the person's removal from office by the Senate ant to section 26G.	2
		(8)	the co	clause applies to a member of a committee of the Senate and ommittee in the same way as it applies to a member of the te and the Senate.	6
		(9)	a mat	the purposes of this clause, a Fellow has a material interest in the if a determination of the Senate in the matter may result detriment being suffered by or a benefit accruing to the w or an associate of the Fellow.	8 9 10 11
		(10)	In thi	s clause:	12
			assoc	ciate of a Fellow means any of the following:	13
			(a)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the Fellow,	14 18
			(b)	the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the Fellow,	16 17 18
			(c)	any other person who is known to the Fellow for reasons other than that person's connection with the University or that person's public reputation.	19 20 21
[14]	Sche	edule 3	Savin	ngs and transitional provisions	22
	Inser	t befor	e claus	se 1:	23
	1A	Savi	ngs or	transitional regulations	24
		(1)	savin	Governor may make regulations containing provisions of a gs or transitional nature consequent on the enactment of the wing Acts:	25 26 27
			Unive	ersity Legislation Amendment Act 2004	28
		(2)	Any s from	such provision may, if the regulations so provide, take effect the date of assent to the Act concerned or a later date.	29 30
		(3)	that i	e extent to which any such provision takes effect from a date s earlier than the date of its publication in the Gazette, the sion does not operate so as:	3 ² 32 33
			(a)	to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	34 38 36

			(b)	to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	1 2 3
[15]	Sche	edule 3	3, clau	se 14	4
	Inser	t after	clause	: 13:	5
	14	Prov Ame	isions ndme	s consequent on enactment of University Legislation nt Act 2004	6 7
		(1)	In th	is clause:	8
			amei 2004	nding Act means the University Legislation Amendment Act	9 10
			<i>form</i> its su	ner section 9 means section 9 as in force immediately before abstitution by the amending Act.	11 12
			<i>new</i> Act.	section 9 means section 9 as substituted by the amending	13 14
			relev	pant day means the date of assent to the amending Act.	15
		(2)	Subj	ect to this Act, on the relevant day:	16
			(a)	a person holding office under former section 9 (2) ceases to hold that office, and	17 18
			(b)	a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	19 20 21 22
			(c)	a person holding office under former section 9 (5) (a), (b), (c), (d) or (e) is taken to be elected as a member under new section 9 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	23 24 25 26
		(3)	the N	or as soon as is reasonably practicable after, the relevant day, Minister must appoint the balance of the members required to oppointed under new section 9 (1) (b).	27 28 29
		(4)	nece:	Senate is to make all necessary by-laws and take all ssary steps to ensure, as far as possible, that the Senate is constituted under new section 9 as soon as is reasonably ticable after the relevant day.	30 31 32 33
		(5)	(4), 1	the purposes of making the by-laws referred to in subclause the Senate must be constituted so as to include all of the abers required to be appointed under new section 9 (1) (b).	34 35 36
		(6)		Senate is taken to be properly constituted until such time as constituted in accordance with new section 9.	37 38

(7)	A casual vacancy occurring in the office of a Fellow before the Senate is duly constituted under new section 9 is to be filled as follows:				
	(a)	if the vacancy occurs in the office of a Fellow appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	4 5 6		
	(b)	if the vacancy occurs in the office of a Fellow appointed under new section 9 (1) (c), the Senate is to appoint a person whom the Senate considers appropriate,	7 8 9		
	(c)	if the vacancy occurs in the office of a Fellow elected under new section 9 (1) (d) or (e), the Senate is to appoint a person qualified to hold that office,	10 11 12		
	(d)	if the vacancy occurs in the office of a Fellow elected under new section 9 (1) (f) or (g), the Senate is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Senate,	13 14 15 16 17		
	(e)	if the vacancy occurs in the office of a Fellow elected under new section 9 (1) (h), the Senate is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	18 19 20 21		
(8)	offic	ect to this Act, a Fellow appointed under subclause (7) holds e from the time that person is appointed under that subclause the expiry of the term of that Fellow's predecessor.	22 23 24		
(9)	Subj	ect to this Act, if, on the expiry:	25		
	(a)	of a Fellow's term of office that is continued under subclause (2) (b) or (c), or	26 27		
	(b)	in the case of a Fellow appointed under subclause (7), of the term of office of the Fellow's predecessor,	28 29		
	elect not y	ry-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 9 are ret in force, the Fellow may continue to hold that office until time as a person is so duly appointed or elected.	30 31 32 33		
(10)	For the purposes of subclause (2), a Fellow filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the Fellow's predecessor was elected or appointed.				
(11)	A pe	rson who ceases to hold office under subclause (2) (a):	39		
	(a)	is not entitled to any remuneration or compensation because of loss of that office, and	40 41		

	(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a Fellow.	1 2
(12)	Consecutive years of office served by a Fellow immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the Fellow.	3 4 5
(13)	However, clause 1 (3) of Schedule 1 does not affect the operation of subclause (2) (b) or (c) or (9) of this Schedule.	6 7
(14)	Section 26G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	8 9 10
(15)	No amendment made by the amending Act affects the continuity of the Senate.	11 12
(16)	The provisions of this clause are subject to any regulations made under clause 1A.	13 14

Schedule 8		le 8 Amendment of University of Technology, Sydney, Act 1989 No 69		1 2		
					(Section 3)	3
[1]	Secti	on 3 I	Defini	tions		4
	Inser	t after	sectio	on 3 (3)):	5
		(4)	Note	es inclu	aded in this Act do not form part of this Act.	6
[2]	Secti	on 9				7
	Omit	the se	ection.	Insert	instead:	8
	9	Cons	stituti	on of (Council	9
		(1)	The	Counc	il is to consist of:	10
			(a)	3 off	ficial members, being:	11
				(i)	the Chancellor (if the Chancellor is not otherwise a	12
					member of the Council), and	13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the person for the time being holding the office of	15 16
					presiding member of the Academic Board (if that person is not the Vice-Chancellor) or of deputy	17
					presiding member of the Academic Board (if the	18
					presiding member is the Vice-Chancellor), and	19
			(b)		ternal persons appointed by the Minister from, as far	20 21
				•	racticable, the following categories:	21
				(i)	persons experienced in the field of education,	23
				(ii)	persons experienced in technology, industry, business, human services or industrial relations,	23 24
				(iii)	persons who are practising, or have practised, a profession,	25 26
				(iv)	persons who, in the opinion of the Minister, are likely to contribute to the cultural diversity of the University,	27 28 29
				(v)	persons having such other qualifications and experience as the Minister thinks appropriate, and	30 31
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	32 33
			(d)	2 pe	rsons:	34
				(i)	who are members of the academic staff of the University, and	35 36

	(ii)	who have such qualifications as may be prescribed by the by-laws, and	1 2
	(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	3 4 5
(e)	one j	person:	6
	(i)	who is a member of the non-academic staff of the University, and	7 8
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	9 10
	(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	11 12 13
(f)	one j	person:	14
	(i)	who is an undergraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	15 16 17
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	18 19
	(iii)	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	20 21 22
(g)	one j	person:	23
	(i)	who is a postgraduate student of the University but who is not a member of the academic or non-academic staff of the University, and	24 25 26
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	27 28
	(iii)	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	29 30 31
(h)		or more external persons (being such number as is cribed by the by-laws):	32 33
	(i)	who are members of Convocation, and	34
	(ii)	who have such qualifications as are prescribed by the by-laws, and	35 36
	(iii)	who are (as prescribed by the by-laws) elected by members of Convocation in the manner prescribed by the by-laws or appointed by the Council.	37 38 39

(2)	The by-laws may not prescribe a number of members for the purposes of subsection (1) (c) or (h) that when added to the number of other members to be appointed or elected to the Council would exceed 22.	1 2 3 4
(3)	A person appointed under subsection (1) (h) is appointed in addition to any member appointed under subsection (1) (c).	5 6
(4)	The Minister may appoint a person who is a member of the Parliament of New South Wales under subsection (1) (b) but only if the person is nominated by the Council for appointment.	7 8 9
	No more than 2 such persons may hold office at any one time as appointed members under subsection (1) (b).	10 11
(5)	Of the members of the Council:	12
	(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	13 14 15 16
	(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	17 18 19
(6)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	20 21 22 23
(7)	The majority of members of the Council must be external persons.	24 25
(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	26 27
(9)	Schedule 1 has effect in relation to the members and procedure of the Council.	28 29
(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	30 31 32 33

[3]	Section 16	Func	tions of Council	1
	Insert after	sectio	n 16 (1A):	2
	(1B)	(1A)	nout limiting the functions of the Council under subsection b, the Council is, in controlling and managing the affairs and terns of the University:	3 4 5
		(a)	to monitor the performance of the Vice-Chancellor, and	6
		(b)	to oversee the University's performance, and	7
		(c)	to oversee the academic activities of the University, and	8
		(d)	to approve the University's mission, strategic direction, annual budget and business plan, and	9 10
		(e)	to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	11 12 13 14 15
		(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and	17 18 19
		(g)	to approve significant University commercial activities (within the meaning of section 21A), and	20 21
		(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	22 23 24
		(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	25 26 27 28
		(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	29 30 31
		(k)	to adopt a statement of its primary responsibilities, and	32
		(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	33 34 35

Schedule 8	Amendment of University	of Technology.	Sydney, Act	1989 No 69

[4]	Section 16	5, note	1		
	Insert at the	e end of the section:	2		
		Note. The <i>Annual Reports (Statutory Bodies) Act 1984</i> regulates making of annual reports to Parliament by the Council and requires Council to report on the University's operations (including in relatio risk management and insurance arrangements) and a range of finar and other matters.	the 4 n to 5		
[5]	Section 16	6A Controlled entities	8		
	Omit "This	s section does not itself confer" from section 16A (4).	g		
	Insert inste	ead "Nothing in the preceding subsections confers".	10		
[6]	Section 16	6A (5)	11		
	Omit "This section does not affect".				
	Insert instead "Nothing in the preceding subsections affects".				
[7]	Section 16	6A (5A)	14		
	Insert after	section 16A (5):	15		
	(5A)	The Council is, as far as is reasonably practicable, to ensure:	16		
		(a) that the governing bodies of controlled entities:	17		
		(i) possess the expertise and experience necessary provide proper stewardship and control, and	7 to 18		
		(ii) comprise, where possible, at least some members who are not members of the Council or members staff, or students, of the University, and			
		(iii) adopt and evaluate their own governance princip and	les, 23		
		(iv) document, and keep updated, a corporate business strategy containing achievable measurable performance targets, and	or 25 and 26 27		
		(b) that a protocol is established regarding reporting governing bodies of controlled entities to the Council.	by 28		

[8]	Part 4A Insert after Part 4:			1
	Par	t 4A	Duties of Council members	3
	21F	Dutie	es of Council members	4
			The members of the Council have the duties set out in Schedule 2A.	5 6
	21G	Remo	oval from office for breach of duty	7
		(1)	The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.	8 9
		(2)	The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.	10 11 12 13
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.	14 15 16
		(4)	The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	17 18 19 20
		(5)	If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.	21 22 23 24
		(6)	A member of the Council may not be removed from office by the Council for breach of duty except pursuant to this section.	25 26
[9]	Sect	ion 28	By-laws	27
	Omit	t "(othe	er than the parliamentary members)" from section 28 (1) (b).	28
[10]	Sect	ion 29	Rules	29
			1, 10 (2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and (e)" from section 29 (1).	30 31
	Insert instead "9 (1) (c)–(h) and (8), 10 (2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and clauses 1 (1) (c) and (d)".			

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Amendment of University of Technology, Sydney, Act 1989 No 69

1]	Schedule 1 Provisions relating to members and procedure of the Council						
	Omit	clause	clauses 1 and 2. Insert instead:				
	1	Term of office					
		(1)	Subject to this Act, a member of the Council holds office as follows:			4 5	
			(a)		e case of an official member, while the member holds ffice by virtue of which he or she is a member,	6 7	
			(b)	or (c)	e case of a member appointed under section 9 (1) (b), for such term (not exceeding 4 years) as may be fied in the member's instrument of appointment,	8 9 10	
			(c)	(d), (e	e case of an elected member referred to in section 9 (1) e), (f) or (g), for such term (not exceeding 2 years) as be prescribed by the by-laws,	11 12 13	
			(d)	such the by in the	e case of a member referred to in section 9 (1) (h), for term (not exceeding 4 years) as may be prescribed by y-laws (in the case of an elected member) or specified to member's instrument of appointment (in the case of pointed member).	14 15 16 17 18	
		(2)			maintain an appropriate balance of experienced and ers on the Council must be taken into account:	19 20	
			(a)		e Council, when making the by-laws required under lause, and	21 22	
			(b)	by tl meml	he Minister and the Council, when appointing bers to the Council.	23 24	
		(3)	cons	ecutive	ust not be appointed or elected to serve more than 12 years of office (unless the Council otherwise relation to the person).	25 26 27	
	2	Vacation of office					
			The mem		of a member of the Council becomes vacant if the	29 30	
			(a)	dies,	or	31	
			(b)	declin	nes to act, or	32	
			(c)	resign addre	ns the office by writing under his or her hand essed:	33 34	
				(i)	in the case of a member appointed by the Minister, to the Minister, or	35 36	
				(ii)	in the case of a member appointed by the Council, to the Chancellor, or	37 38	

(iii)

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in the case of an elected member, to the

	Vice-Chancellor, or	2
(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	3 4 5 6
(e)	becomes a mentally incapacitated person, or	7
(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	8 9 10 11 12
(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	13 14 15
(h)	is removed from office by the Council pursuant to section 21G, or	16 17
(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	18 19 20 21 22
(j)	in the case of an elected member, or a member appointed under section 9 (1) (h), ceases to be qualified for election or appointment, or	23 24 25
(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	26 27
(1)	in the case of a member appointed by the Council, is removed from office by the Council.	28 29
chedule 2A		30
sert after Sched	ule 2:	31
chedule 2	A Duties of Council members	32
	(Section 21F)	33
-	-	34
	•	35
(a)	in good faith in the best interests of the University as a whole, and	36 37
	(e) (f) (g) (h) (i) (k) (l) chedule 2A sert after Sched chedule 2/ 1 Duty to act A mo	for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or (e) becomes a mentally incapacitated person, or (f) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or (g) is, or becomes, disqualified from managing a corporation under Part 2D.6 of the Corporations Act 2001 of the Commonwealth, or (h) is removed from office by the Council pursuant to section 21G, or (i) is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or (j) in the case of an elected member, or a member appointed under section 9 (1) (h), ceases to be qualified for election or appointment, or (k) in the case of a member appointed by the Minister, is removed from office by the Minister, or (l) in the case of a member appointed by the Council, is removed from office by the Council.

		(b)	for a proper purpose.	1						
2	Duty to exercise care and diligence									
	A member of the Council must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.									
3	Duty not to improperly use position									
		A member of the Council must not make improper use of his or her position:								
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	9 10						
		(b)	to cause detriment to the University.	11						
4	Duty not to improperly use information									
	A member of the Council must not make improper use of information acquired because of his or her position:									
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	15 16						
		(b)	to cause detriment to the University.	17						
5	Disc	losure	e of material interests by Council members	18						
	(1)	If:		19						
		(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	20 21 22						
		(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	23 24 25						
		26 27 28								
	(2)	A disclosure by a member of the Council at a meeting of the Council that the member:								
		(a)	is a member, or is in the employment, of a specified company or other body, or	31 32						
		(b)	is a partner, or is in the employment, of a specified person, or	33 34						

(c)	has some other specified interest relating to a specified company or other body or to a specified person,	1 2
relati may a	ng to that company or other body or to that person which arise after the date of the disclosure and which is required to	3 4 5 6
recor book perso	ded by the Council in a book kept for the purpose and that must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the	7 8 9 10 11
intere	est in any matter, the member must not, unless the Council	12 13 14
(a)	be present during any deliberation of the Council with respect to the matter, or	15 16
(b)	take part in any decision of the Council with respect to the matter.	17 18
under	r subclause (4), a member of the Council who has a material	19 20 21
(a)	be present during any deliberation of the Council for the purpose of making the determination, or	22 23
(b)	take part in the making by the Council of the determination.	24 25
		26 27
consi relati	deration or discussion of, or from voting on any question ng to, the person's removal from office by the Council	28 29 30 31
and t	he committee in the same way as it applies to a member of	32 33 34
in a result	matter if a determination of the Council in the matter may t in a detriment being suffered by or a benefit accruing to the	35 36 37 38
	is a strelation may a be discretified be discretified for the following	company or other body or to a specified person, is a sufficient disclosure of the nature of the interest in any matter relating to that company or other body or to that person which may arise after the date of the disclosure and which is required to be disclosed under subclause (1). Particulars of any disclosure made under this clause must be recorded by the Council in a book kept for the purpose and that book must be open at all reasonable hours for inspection by any person on payment of a reasonable fee determined by the Council. After a member of the Council has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines: (a) be present during any deliberation of the Council with respect to the matter, or (b) take part in any decision of the Council with respect to the matter. For the purpose of the making of a determination by the Council under subclause (4), a member of the Council who has a material interest in a matter to which the disclosure relates must not: (a) be present during any deliberation of the Council for the purpose of making the determination, or (b) take part in the making by the Council of the

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Amendment of University of Technology, Sydney, Act 1989 No 69

		(10)	In this clause:	,
			associate of a member means any of the following:	2
			(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	3
			(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	-
			(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	8 9 10
[13]	Sche	edule 3	3 Savings and transitional provisions	11
	Inser	t before	re the heading to Part 1:	12
	Par	t 1A	General	13
	1 A	Savir	ngs or transitional regulations	14
		(1)	The Governor may make regulations containing provisions of a savings or transitional nature consequent on the enactment of the following Acts:	15 16 17
			University Legislation Amendment Act 2004	18
		(2)	Any such provision may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date.	19 20
		(3)	To the extent to which any such provision takes effect from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as:	2 ² 22 23
			(a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	24 25 26
			(b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication	27 28 29

[14]	Schedule 3, Part 4					
	Inser	t after	Part 3:	2		
	Par	t 4	Provisions consequent on enactment of University Legislation Amendment Act 2004			
	15	Defi	nitions	6		
			In this Part: amending Act means the University Legislation Amendment Act 2004.	7 8 9		
			<i>former section 9</i> means section 9 as in force immediately before its substitution by the amending Act.	10 11		
			new section 9 means section 9 as substituted by the amending Act.	12 13		
			relevant day means the date of assent to the amending Act.	14		
	16	Gen	neral			
			The provisions of this Part are subject to any regulations made under clause 1A.	16 17		
	17	Constitution of Council				
		(1)	Subject to this Act, on the relevant day:	19		
			(a) a person holding office under former section 9 (2) ceases to hold that office, and	20 21		
			(b) a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	22 23 24 25		
			(c) a person holding office under former section 9 (5) (a), (b), (c), (c1) or (d) is taken to be elected as a member under new section 9 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	26 27 28 29		
		(2)	The Council is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Council is duly constituted under new section 9 as soon as is reasonably practicable after the relevant day.	30 31 32 33		
		(3)	For the purposes of making the by-laws referred to in subclause (2), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).	34 35 36		

(4)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.					
(5)	A ca Cour follo	3 4 5				
	(a)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	6 7 8			
	(b)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	9 10 11			
	(c)	if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	12 13 14			
	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f) or (g), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	15 16 17 18 19			
	(e)	if the vacancy occurs in the office of a member elected under new section 9 (1) (h), the Council is to appoint a person qualified to hold that office following consultation with members of Convocation whose names are entered in the Roll of Convocation.	20 21 22 23 24			
(6)	hold subc	ect to this Act, a member appointed under subclause (5) s office from the time that person is appointed under that lause until the expiry of the term of that member's ecessor.	25 26 27 28			
(7)	Subj	ect to this Act, if, on the expiry:	29			
	(a)	of a member's term of office that is continued under subclause (1) (b) or (c), or	30 31			
	(b)	in the case of a member appointed under subclause (5), of the term of office of the member's predecessor,	32 33			
	elect not y	by-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 9 are vet in force, the member may continue to hold that office until time as a person is so duly appointed or elected.	34 35 36 37			

	(8)	For the purposes of subclause (1), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.	1 2 3 4 5
	(9)	A person who ceases to hold office under subclause (1) (a):	6
		(a) is not entitled to any remuneration or compensation because of loss of that office, and	7 8
		(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	9 10
18	Max	mum incumbency for Council members	11
	(1)	Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	12 13 14
	(2)	However, clause 1 (3) of Schedule 1 does not affect the operation of clause 17 (1) (b) or (c) or (7) of this Schedule.	15 16
19	App	lication of section 21G	17
		Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	18 19 20
20	Con	tinuation of Council	21
		No amendment made by the amending Act affects the continuity of the Council.	22 23

Schedule 9				ndment of University of Western ey Act 1997 No 116	1	
					(Section 3)	3
[1]	Sect	ion 3 I	Defini	tions		4
	Inser	t after	sectio	n 3 (2)		5
		(3)	Note	es inclu	ided in this Act do not form part of this Act.	6
[2]	Sect	ion 12	2			7
i-,		_		Insert	instead:	8
	12	Con	stituti	on of E	3oard	9
		(1)	The	Board	is to consist of:	10
			(a)	3 off	icial members, being:	11
			` '	(i)	the Chancellor (if the Chancellor is not otherwise a member of the Board), and	12 13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the Chair of the Academic Senate, and	15
			(b)		ternal persons appointed by the Minister who, in the ion of the Minister:	16 17
				(i)	each have an interest in Greater Western Sydney and its development or an interest in the students or other clients of the University, and	18 19 20
				(ii)	bring to the Board suitable levels of knowledge, skills and experience in matters such as strategic planning, human resources or educational or financial matters, and	21 22 23 24
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Board, and	25 26
			(d)	one j	person:	27
				(i)	who is a member of the academic staff of the University, and	28 29
				(ii)	who has such qualifications as may be prescribed by the by-laws, and	30 31
				(iii)	who is elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	32 33 34

(2)

(3)

(e)	one p	person:	1
	(i)	who is a member of the general staff of the University, and	2
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	4 5
	(iii)	who is elected by members of the general staff of the University in the manner prescribed by the by-laws, and	6 7 8
(f)	one p	person:	9
	(i)	who is an undergraduate student of the University but who is not a member of the academic or general staff of the University, and	10 11 12
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	13 14
	(iii)	who is elected by undergraduate students of the University in the manner prescribed by the by-laws, and	15 16 17
(g)	one p	person:	18
	(i)	who is a postgraduate student of the University but who is not a member of the academic or general staff of the University, and	19 20 21
	(ii)	who has such qualifications as may be prescribed by the by-laws, and	22 23
	(iii)	who is elected by postgraduate students of the University in the manner prescribed by the by-laws, and	24 25 26
(h)	one o	or more external persons (being such number as is cribed by the by-laws):	27 28
	(i)	who are graduates of the University, and	29
	(ii)	who have such qualifications as are prescribed by the by-laws, and	30 31
	(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Board.	32 33 34
purp num	oses o	or s may not prescribe a number of members for the f subsection (1) (c) or (h) that when added to the other members to be appointed or elected to the Board and 22.	35 36 37 38
A po	erson a	appointed under subsection (1) (h) is appointed in any member appointed under subsection (1) (c).	39 40

	(4)	The Minister may appoint a person who is a member of the Parliament of New South Wales under subsection (1) (b) but only if the person is nominated by the Board for appointment.	1 2 3			
		No more than 2 such persons may hold office at any one time as appointed members under subsection (1) (b).	4 5			
	(5)	Of the members of the Board:	6			
		(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	7 8 9 10			
		(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	11 12 13			
	(6)	All appointed members of the Board must have expertise and experience relevant to the functions exercisable by the Board and an appreciation of the object, values, functions and activities of the University.	14 15 16 17			
	(7)	The majority of members of the Board must be external persons.				
	(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Board.	19 20			
	(9)	Schedule 1 has effect in relation to the members and procedure of the Board.	21 22			
	(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or general staff of the University or undergraduate or postgraduate students of the University.	23 24 25 26			
	(11)	For the purposes of this section, <i>general staff</i> of the University excludes the academic staff of the University.	27 28			
[3]	Section 14	Deputy Chancellors	29			
	Omit "(who	ether or not members of the Board)" from section 14 (1).	30			
	Insert instead "from the members of the Board".					
[4]	Section 14	(1)	32			
	Omit "(who	ether or not a member of the Board)".	33			
	Insert instead "from the members of the Board".					

a member.

[5]	Section 22	Func	tions of Board	1
	Insert after	sectio	n 22 (1A):	2
	(1B)	(1A)	nout limiting the functions of the Board under subsection by the Board is, in controlling and managing the affairs and the serns of the University:	3 4 5
		(a)	to monitor the performance of the Vice-Chancellor, and	6
		(b)	to oversee the University's performance, and	7
		(c)	to oversee the academic activities of the University, and	8
		(d)	to approve the University's mission, strategic direction, annual budget and business plan, and	9 10
		(e)	to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	11 12 13 14 15
		(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 22A), and	17 18 19
		(g)	to approve significant University commercial activities (within the meaning of section 32A), and	20 21
		(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	22 23 24
		(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	25 26 27 28
		(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	29 30 31
		(k)	to adopt a statement of its primary responsibilities, and	32
		(1)	to make available for members of the Board a program of induction and of development relevant to their role as such	33 34

[6]	Section 22,	note		1
	Insert at the	Note. 7 making Board to	The Annual Reports (Statutory Bodies) Act 1984 regulates the of annual reports to Parliament by the Board and requires the preport on the University's operations (including in relation to risk ement and insurance arrangements) and a range of financial and	2 3 4 5 6 7
[7]	Section 22	A Contr	olled entities	8
	Omit "This	section	does not itself confer" from section 22A (4).	9
	Insert instea	ıd "Noth	ing in the preceding subsections confers".	10
[8]	Section 22	A (5)		11
	Omit "This	section	does not affect".	12
	Insert instea	ıd "Noth	ing in the preceding subsections affects".	13
[9]	Section 22	A (5A)		14
	Insert after	section 2	22A (5):	15
	(5A)	The Bo	pard is, as far as is reasonably practicable, to ensure:	16
	, ,	(a) t	hat the governing bodies of controlled entities:	17
			(i) possess the expertise and experience necessary to provide proper stewardship and control, and	18 19
		(comprise, where possible, at least some members who are not members of the Board or members of staff, or students, of the University, and	20 21 22
		(adopt and evaluate their own governance principles, and	23 24
		(iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and	25 26 27
			hat a protocol is established regarding reporting by governing bodies of controlled entities to the Board.	28 29
[10]	Part 4A			30
	Insert after	Part 4:		31
	Part 4A	Dutie	es of Board members	32
	32F Dutie	s of Bo	ard members	33
		The me	embers of the Board have the duties set out in Schedule 2 A	34

32G	Rem	oval f	rom office for breach of duty	1
	(1)			2
	(2)	Boar mem	rd of which notice (including notice of the motion that the aber concerned be removed from office for breach of duty)	4 5 6 7
	(3)	remo	oval is supported by at least a two-thirds majority of the total	8 9 10
	(4)	unles oppo	ss the member concerned has been given a reasonable ortunity to reply to the motion at the meeting, either orally or	11 12 13 14
	(5)	atten moti	d the meeting, a reasonable opportunity to reply to the on is taken to have been given if notice of the meeting has	15 16 17 18
	(6)			19 20
Secti	on 38	Limit	ed tenure in certain positions	21
				22 23
			person may be exempted from this section by resolution of	24 25
Secti	on 38	(6) (d) and (e)	26
Omit	the pa	ıragrap	bhs. Insert instead:	27
		(d)	in the case of an elected member of the Board referred to in section 12 (1) (d), (e), (f) or (g)—2 years,	28 29
		(e)	in the case of an elected member of the Board referred to in section 12 (1) (h)—4 years.	30 31
Secti	on 40	By-la	ws	32
Omit	"(othe	er than	the parliamentary members)" from section 40 (1) (b).	33
	Section of the Boundary of the	(1) (2) (3) (4) (5) (6) Section 38 Omit "the section," from the Board". Section 38 Omit the parameters of the Board Section 40 Section 40	(1) The break (2) The section 38 (6) (d) (e) (2) The section 40 By-la	 The Board may remove a member of the Board from office for breach of a duty set out in Schedule 2A. The removal from office may be effected only at a meeting of the Board of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given. The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Board. The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing. If the member to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given. A member of the Board may not be removed from office by the Board for breach of duty except pursuant to this section. Section 38 Limited tenure in certain positions Omit "the Minister may, by order, grant a person an exemption from this section," from section 38 (3). Insert instead "a person may be exempted from this section by resolution of the Board". Section 38 (6) (d) and (e) Omit the paragraphs. Insert instead: (d) in the case of an elected member of the Board referred to in section 12 (1) (d), (e), (f) or (g)—2 years, (e) in the case of an elected member of the Board referred to

[14]	Sect	ion 41	Rules	5	1
	Omit and ("12 (£ e)" fro	5), 13 om sec	(2), 14 (2), 22 (1) (e) and (f) and 40 (1) (b) and clauses 1 (d) etion 41 (1).	2
	Inser (1) (l	t inste	ad "12 clause	2 (1) (c)–(h) and (8), 13 (2), 14 (2), 22 (1) (e) and (f) and 40 es 1 (1) (c) and (d)".	4 5
[15]	Sche	edule 1	1 Prov	risions relating to members and procedure of Board	6
	Omit	clause	es 1 ar	nd 2. Insert instead:	7
	1	Term	n of of	ffice	8
		(1)	Subj follo	ect to this Act, a member of the Board holds office as ows:	9 10
			(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	11 12
			(b)	in the case of a member appointed under section 12 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	13 14 15
			(c)	in the case of an elected member referred to in section 12 (1) (d), (e), (f) or (g), for such term (not exceeding 2 years) as may be prescribed by the by-laws,	16 17 18
			(d)	in the case of a member referred to in section 12 (1) (h), for such term (not exceeding 4 years) as may be prescribed by the by-laws (in the case of an elected member) or specified in the member's instrument of appointment (in the case of an appointed member).	19 20 21 22 23
		(2)		need to maintain an appropriate balance of experienced and members on the Board must be taken into account:	24 25
			(a)	by the Board, when making the by-laws required under this clause, and	26 27
			(b)	by the Minister and the Board, when appointing members to the Board.	28 29
	2	Vaca	ation c	of office	30
			The mem	office of a member of the Board becomes vacant if the nber:	31 32
			(a)	dies, or	33
			(b)	in the case of an appointed or elected member, transfers his or her place of permanent residence to a place that is not within the State or the Australian Capital Territory, or	34 35 36
			(c)	declines to act, or	37

	(d)	resigns the office by writing under his or her hand	,
	()	addressed:	2
		(i) in the case of a member appointed by the Minister, to the Minister, or	2
		(ii) in the case of a member appointed by the Board, to the Chancellor, or	5
		(iii) in the case of an elected member, to the Vice-Chancellor, or	7 8
	(e)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	9 10 11 12
	(f)	becomes a mentally incapacitated person, or	13
	(g)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	14 15 16 17 18
	(h)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	19 20 21
	(i)	is removed from office by the Board pursuant to section 32G, or	22 23
	(j)	is absent from 3 consecutive meetings of the Board of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Board for his or her absence, or	24 25 26 27 28
	(k)	in the case of an elected member, or a member appointed under section 12 (1) (h), ceases to be qualified for election or appointment, or	29 30 31
	(1)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	32 33
	(m)	in the case of a member appointed by the Board, is removed from office by the Board.	34 35
[16]	Schedule 1, claus	se 3 (2)	36
	Omit the subclaus		37
[17]	Schedule 1, claus	se 3 (3)	38
		than to fill the office of a parliamentary member)".	39

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Schedule 9	Amendment of	University	of vvestern	Svanev A	Ct 1997 No	o 116

[18]		edule 2A rt after Schedule 2:	2
	Sch	nedule 2A Duties of Board members	3
		(Section 32F)	2
	1	Duty to act in best interests of University	į
		A member of the Board must carry out his or her functions:	6
		(a) in good faith in the best interests of the University as a whole, and	. 8
		(b) for a proper purpose.	ę
	2	Duty to exercise care and diligence	10
		A member of the Board must act honestly and exercise a reasonable degree of care and diligence in carrying out his or her functions.	11 12 13
	3	Duty not to improperly use position	14
		A member of the Board must not make improper use of his or her position:	15 16
		(a) to gain, directly or indirectly, an advantage for the member or another person, or	17 18
		(b) to cause detriment to the University.	19
	4	Duty not to improperly use information	20
		A member of the Board must not make improper use of information acquired because of his or her position:	2 ²
		(a) to gain, directly or indirectly, an advantage for the member or another person, or	23 24
		(b) to cause detriment to the University.	25
	5	Disclosure of material interests by Board members	26
		(1) If:	27
		(a) a member of the Board has a material interest in a matter being considered or about to be considered at a meeting of the Board, and	28 29 30

(2)

(3)

(4)

(5)

(6)

(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	1 2 3
come	nember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Board.	4 5 6
	sclosure by a member of the Board at a meeting of the Board the member:	7 8
(a)	is a member, or is in the employment, of a specified company or other body, or	9 10
(b)	is a partner, or is in the employment, of a specified person, or	11 12
(c)	has some other specified interest relating to a specified company or other body or to a specified person,	13 14
relati may	ufficient disclosure of the nature of the interest in any mattering to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	15 16 17 18
recor book	culars of any disclosure made under this clause must be reded by the Board in a book kept for the purpose and that a must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the Board.	19 20 21 22
inter	r a member of the Board has disclosed the nature of an est in any matter, the member must not, unless the Board wise determines:	23 24 25
(a)	be present during any deliberation of the Board with respect to the matter, or	26 27
(b)	take part in any decision of the Board with respect to the matter.	28 29
unde	the purpose of the making of a determination by the Board r subclause (4), a member of the Board who has a material est in a matter to which the disclosure relates must not:	30 31 32
(a)	be present during any deliberation of the Board for the purpose of making the determination, or	33 34
(b)	take part in the making by the Board of the determination.	35
	ntravention of this clause does not invalidate any decision of Board.	36 37

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Amendment of	Linivorcity	of Mostorn	Sydnov	Λ ct	1007	NIA	110	•
amenoment of	university	or vvestern	Sydney	ACI	1997	IMO	111	١

	(7)	This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Board pursuant to section 32G.	1 2 3 4
	(8)	This clause applies to a member of a committee of the Board and the committee in the same way as it applies to a member of the Board and the Board.	5 6 7
	(9)	For the purposes of this clause, a member has a material interest in a matter if a determination of the Board in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.	8 9 10 11
	(10)	In this clause:	12
		associate of a member means any of the following:	13
		(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	14 15
		(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	16 17 18
		(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	19 20 21
[19]	Schedule 4	4 Savings, transitional and other provisions	22
	Insert at the	e end of clause 1 (1):	23
		University Legislation Amendment Act 2004	24
[20]	Schedule 4	1, Part 5	25
	Insert after	Part 4:	26
	Part 5	Provisions consequent on enactment of	27
		University Legislation Amendment Act	28
		2004	29
	26 Defin	nitions	30
		In this Part:	31
		amending Act means the University Legislation Amendment Act 2004.	32 33
		<i>former section 12</i> means section 12 as in force immediately before its substitution by the amending Act.	34 35

		<i>new section 12</i> means section 12 as substituted by the amending Act.	1 2
		relevant day means the date of assent to the amending Act.	3
27	Gen	eral	4
		The provisions of this Part are subject to any regulations made under clause 1.	5 6
28	Con	stitution of Board	7
	(1)	Subject to this Act, on the relevant day:	8
		(a) a person holding office under former section 12 (2) ceases to hold that office, and	9 10
		(b) a person holding office under former section 12 (3) (c) or (6) is taken to be appointed as a member under new section 12 (1) (c), and	11 12 13
		(c) a person holding office under former section 12 (4) is taken to be appointed as a member under new section 12 (1) (b), and	14 15 16
		(d) a person holding office under former section 12 (5) (a), (b), (c), (d) or (e) is taken to be elected as a member under new section 12 (1) (d), (e), (f), (g) or (h), respectively, for the balance of the person's term of office.	17 18 19 20
	(2)	On, or as soon as is reasonably practicable after, the relevant day, the Minister must appoint the balance of the members required to be appointed under new section 12 (1) (b).	21 22 23
	(3)	The Board is to make all necessary by-laws and take all necessary steps to ensure, as far as possible, that the Board is duly constituted under new section 12 as soon as is reasonably practicable after the relevant day.	24 25 26 27
	(4)	For the purposes of making the by-laws referred to in subclause (3), the Board must be constituted so as to include all of the members required to be appointed under new section 12 (1) (b).	28 29 30
	(5)	The Board is taken to be properly constituted until such time as it is constituted in accordance with new section 12.	31 32
	(6)	A casual vacancy occurring in the office of a member before the Board is duly constituted under new section 12 is to be filled as follows:	33 34 35
		(a) if the vacancy occurs in the office of a member appointed under new section 12 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	36 37 38

(7)

(8)

(9)

(10)

(b)	if the vacancy occurs in the office of a member appointed under new section 12 (1) (c), the Board is to appoint a person whom the Board considers appropriate,	1 2 3
(c)	if the vacancy occurs in the office of a member elected under new section 12 (1) (d) or (e), the Board is to appoint a person qualified to hold that office,	4 5 6
(d)	if the vacancy occurs in the office of a member elected under new section 12 (1) (f) or (g), the Board is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Board,	7 8 9 10 11
(e)	if the vacancy occurs in the office of a member elected under new section 12 (1) (h), the Board is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	12 13 14 15
holds subcl	ect to this Act, a member appointed under subclause (6) office from the time that person is appointed under that ause until the expiry of the term of that member's ecessor.	16 17 18 19
Subje	ect to this Act, if, on the expiry:	20
(a)	of a member's term of office that is continued under subclause (1) (b), (c) or (d), or	21 22
(b)	in the case of a member appointed under subclause (6), of the term of office of the member's predecessor,	23 24
electe are no	y-laws necessary to enable a person to be duly appointed or ed (as the case may be) to that office under new section 12 or yet in force, the member may continue to hold that office such time as a person is so duly appointed or elected.	25 26 27 28
vacar is tak under	the purposes of subclause (1), a member filling a casual act and holding office immediately before the relevant day are to hold that office immediately before the relevant day at the provision under which the member's predecessor was add or appointed.	29 30 31 32 33
A per	rson who ceases to hold office under subclause (1) (a):	34
(a)	is not entitled to any remuneration or compensation because of loss of that office, and	35 36
(b)	is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	37 38

29	Existing exemptions from section 38	1
	An exemption granted by the Minister under section 38 (3) (as in force immediately before its amendment by the amending Act) is taken to be an exemption by resolution of the Board under that subsection as so amended.	2 3 4 5
30	Application of section 32G	6
	Section 32G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	7 8 9
31	Continuation of Board	10
	No amendment made by the amending Act affects the continuity of the Board.	11 12

Schedule 10				ndment of University of Wollongong 989 No 127	1	
					(Section 3)	3
[1]	Sect	ion 3 [Defini	tions		4
	Inser	t after	sectio	n 3 (3)):	5
		(4)	Note	es inclu	uded in this Act do not form part of this Act.	6
[2]	Sect	ion 9				7
	Omit	the se	ction.	Insert	instead:	8
	9	Cons	stituti	on of (Council	9
		(1)	The	Counc	il is to consist of:	10
		, ,	(a)	3 off	ficial members, being:	11
				(i)	the Chancellor (if the Chancellor is not otherwise a member of the Council), and	12 13
				(ii)	the Vice-Chancellor, and	14
				(iii)	the person for the time being holding the office of presiding member of the Academic Senate (if that person is not the Vice-Chancellor) or of deputy presiding member of the Academic Senate (if the	15 16 17 18
					presiding member is the Vice-Chancellor), and	19
			(b)		ternal persons appointed by the Minister from, as far racticable, the following categories:	20 21
				(i)	persons experienced in the field of education or the arts,	22 23
				(ii)	persons experienced in technology, industry, commerce or industrial relations,	24 25
				(iii)	persons who are practising, or have practised, a profession,	26 27
				(iv)	persons associated with Illawarra and the South Coast, and	28 29
			(c)		or more external persons (being such number as is cribed by the by-laws) appointed by the Council, and	30 31
			(d)	2 pe	rsons:	32
				(i)	who are members of the academic staff of the University, and	33 34
				(ii)	who have such qualifications as may be prescribed by the by-laws, and	35 36

		(iii)	who are elected by members of the academic staff of the University in the manner prescribed by the by-laws, and	1 2 3
	(e)	one p	person:	4
		(i)	who is a member of the non-academic staff of the University, and	5 6
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	7 8
		(iii)	who is elected by members of the non-academic staff of the University in the manner prescribed by the by-laws, and	9 10 11
	(f)	one p	person:	12
		(i)	who is a student of the University but who is not a member of the academic or non-academic staff of the University, and	13 14 15
		(ii)	who has such qualifications as may be prescribed by the by-laws, and	16 17
		(iii)	who is elected by students of the University in the manner prescribed by the by-laws, and	18 19
	(g)	one o	or more external persons (being such number as is cribed by the by-laws):	20 21
		(i)	who are graduates of the University, and	22
		(ii)	who have such qualifications as are prescribed by the by-laws, and	23 24
		(iii)	who are (as prescribed by the by-laws) elected by graduates of the University in the manner prescribed by the by-laws or appointed by the Council.	25 26 27
(2)	purp num	oses o ber of	of subsection (1) (c) or (g) that when added to the other members to be appointed or elected to the ould exceed 22.	28 29 30 31
(3)			appointed under subsection (1) (g) is appointed in any member appointed under subsection (1) (c).	32 33
(4)	Parli	ament	ter may appoint a person who is a member of the of New South Wales under subsection (1) (b) but only n is nominated by the Council for appointment.	34 35 36
			an 2 such persons may hold office at any one time as members under subsection (1) (b).	37 38

	(5)	Of the members of the Council:	
		(a) at least 2 must have financial expertise (as demonstrated by relevant qualifications and by experience in financial management at a senior level in the public or private sector), and	2 3 4
		(b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector).	7 8
	(6)	All appointed members of the Council must have expertise and experience relevant to the functions exercisable by the Council and an appreciation of the object, values, functions and activities of the University.	9 10 17 12
	(7)	The majority of members of the Council must be external persons.	13 14
	(8)	The by-laws are to prescribe the procedures for the nomination of persons for appointment as members of the Council.	15 16
	(9)	Schedule 1 has effect in relation to the members and procedure of the Council.	17 18
	(10)	A reference in this section to external persons is a reference to persons who are not members of the academic or non-academic staff of the University or undergraduate or postgraduate students of the University.	19 20 21 22
[3]	Section 16	Functions of Council	23
	Insert after	section 16 (1A):	24
	(1B)	Without limiting the functions of the Council under subsection (1A), the Council is, in controlling and managing the affairs and concerns of the University:	25 26 27
		(a) to monitor the performance of the Vice-Chancellor, and	28
		(b) to oversee the University's performance, and	29
		(c) to oversee the academic activities of the University, and	30
		(d) to approve the University's mission, strategic direction, annual budget and business plan, and	3 ²
		(e) to oversee risk management and risk assessment across the University (including, if necessary, taking reasonable steps to obtain independent audit reports of entities in which the University has an interest but which it does not control or with which it has entered into a joint venture), and	33 34 35 36 37 38

(f)	to approve and monitor systems of control and accountability for the University (including in relation to controlled entities within the meaning of section 16A), and	1 2 3
(g)	to approve significant University commercial activities (within the meaning of section 21A), and	4 5
(h)	to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and	6 7 8
(i)	to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and	9 10 11 12
(j)	to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and	13 14 15
(k)	to adopt a statement of its primary responsibilities, and	16
(1)	to make available for members of the Council a program of induction and of development relevant to their role as such a member.	17 18 19
Section 16, note		20
Insert at the end of	f the section:	21
makin Cound risk ma	g of annual reports to Parliament by the Council and requires the il to report on the University's operations (including in relation to anagement and insurance arrangements) and a range of financial	22 23 24 25 26
Section 16A Cont	trolled entities	27
Omit "This section	n does not itself confer" from section 16A (4).	28
Insert instead "Not	thing in the preceding subsections confers".	29
Section 16A (5)		30
Omit "This section	n does not affect".	31
Insert instead "Not	thing in the preceding subsections affects".	32
	(g) (h) (i) (j) (k) (l) Section 16, note Insert at the end of Note. makin Councrisk m and of Section 16A Cont Omit "This section Insert instead "Not Section 16A (5) Omit "This section	accountability for the University (including in relation to controlled entities within the meaning of section 16A), and (g) to approve significant University commercial activities (within the meaning of section 21A), and (h) to establish policies and procedural principles for the University consistent with legal requirements and community expectations, and (i) to ensure that the University's grievance procedures, and information concerning any rights of appeal or review conferred by or under any Act, are published in a form that is readily accessible to the public, and (j) to regularly review its own performance (in light of its functions and obligations imposed by or under this or any other Act), and (k) to adopt a statement of its primary responsibilities, and (l) to make available for members of the Council a program of induction and of development relevant to their role as such a member. Section 16, note Insert at the end of the section: Note. The Annual Reports (Statutory Bodies) Act 1984 regulates the making of annual reports to Parliament by the Council and requires the Council to report on the University's operations (including in relation to risk management and insurance arrangements) and a range of financial and other matters. Section 16A Controlled entities Omit "This section does not itself confer" from section 16A (4). Insert instead "Nothing in the preceding subsections confers".

[7]	Sect	ion 16	A (5A)	•
	Inser	t after	section 16A (5):	2
		(5A)	The Council is, as far as is reasonably practicable, to ensure:	;
			(a) that the governing bodies of controlled entities:	4
			(i) possess the expertise and experience necessary to provide proper stewardship and control, and	(
			(ii) comprise, where possible, at least some members who are not members of the Council or members of staff, or students, of the University, and	- 8 9
			(iii) adopt and evaluate their own governance principles, and	10 17
			(iv) document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and	12 13 14
			(b) that a protocol is established regarding reporting by governing bodies of controlled entities to the Council.	15 16
[8]	Part	4A		17
	Inser	t after	Part 4:	18
	Par	t 4A	Duties of Council members	19
	21F	Dutie	es of Council members	20
			The members of the Council have the duties set out in Schedule 2A.	2 ²
	21G	Rem	oval from office for breach of duty	23
		(1)	The Council may remove a member of the Council from office for breach of a duty set out in Schedule 2A.	24 25
		(2)	The removal from office may be effected only at a meeting of the Council of which notice (including notice of the motion that the member concerned be removed from office for breach of duty) was duly given.	26 27 28 29
		(3)	The removal from office may be effected only if the motion for removal is supported by at least a two-thirds majority of the total number of members for the time being of the Council.	30 32 32
		(4)	The motion for removal must not be put to the vote of the meeting unless the member concerned has been given a reasonable opportunity to reply to the motion at the meeting, either orally or in writing.	30 34 38 36

	(5)	atten moti	e member to whom the motion for removal refers does not do the meeting, a reasonable opportunity to reply to the on is taken to have been given if notice of the meeting has duly given.	1 2 3 4
	(6)		ember of the Council may not be removed from office by the neil for breach of duty except pursuant to this section.	5 6
[9]	Section 28	By-la	ws	7
	Omit "(oth	er than	the parliamentary members)" from section 28 (1) (b).	8
[10]	Section 29	Rules	3	9
-			2), 14 (1), 16 (1) (d) and (e), 23 and 28 (1) (b) and (k) and (e)" from section 29 (1).	10 11
	Insert inste 28 (1) (b) a	ad "9 (nd (k)	(1) (c)–(g) and (8), 10 (2), 14 (1), 16 (1) (d) and (e), 23 and and clauses 1 (1) (c) and (d)".	12 13
[11]	Schedule 1	l Prov	isions relating to members and procedure of the Council	14
	Omit clause	es 1 an	ad 2. Insert instead:	15
	1 Tern	n of of	fice	16
	(1)	Subj follo	ect to this Act, a member of the Council holds office as ws:	17 18
		(a)	in the case of an official member, while the member holds the office by virtue of which he or she is a member,	19 20
		(b)	in the case of a member appointed under section 9 (1) (b) or (c), for such term (not exceeding 4 years) as may be specified in the member's instrument of appointment,	21 22 23
		(c)	in the case of an elected member referred to in section 9 (1) (d), (e) or (f), for such term (not exceeding 3 years) as may be prescribed by the by-laws,	24 25 26
		(d)	in the case of a member referred to in section 9 (1) (g), for such term (not exceeding 4 years) as may be prescribed by the by-laws (in the case of an elected member) or specified in the member's instrument of appointment (in the case of an appointed member).	27 28 29 30 31
	(2)	The	need to maintain an appropriate balance of experienced and members on the Council must be taken into account:	32 33
		(a)	by the Council, when making the by-laws required under this clause, and	34 35
		(b)	by the Minister and the Council, when appointing members to the Council.	36 37

(3)

(3)	cons	ecutive years of office (unless the Council otherwise lyes in relation to the person).	1 2 3
Vaca	tion c	of office	4
	The mem	office of a member of the Council becomes vacant if the liber:	5 6
	(a)	dies, or	7
	(b)	declines to act, or	8
	(c)	resigns the office by writing under his or her hand addressed:	9 10
		(i) in the case of a member appointed by the Minister, to the Minister, or	11 12
		(ii) in the case of a member appointed by the Council, to the Chancellor, or	13 14
		(iii) in the case of an elected member, to the Vice-Chancellor, or	15 16
	(d)	becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes any assignment of his or her estate for their benefit, or	17 18 19 20
	(e)	becomes a mentally incapacitated person, or	21
	(f)	is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable, or	22 23 24 25 26
	(g)	is, or becomes, disqualified from managing a corporation under Part 2D.6 of the <i>Corporations Act 2001</i> of the Commonwealth, or	27 28 29
	(h)	is removed from office by the Council pursuant to section 21G, or	30 31
	(i)	is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member personally or in the ordinary course of post and is not, within 6 weeks after the last of those meetings, excused by the Council for his or her absence, or	32 33 34 35 36
	(j)	in the case of an elected member, or a member appointed under section 9 (1) (g), ceases to be qualified for election or appointment, or	37 38 39

		(k)	in the case of a member appointed by the Minister, is removed from office by the Minister, or	1 2
		(1)	in the case of a member appointed by the Council, is removed from office by the Council.	3 4
[12]	Sch	edule 1, clau	ıse 3 (2)	5
	Omi	t "(otherwise	than to fill the office of a parliamentary member)".	6
[13]	Sche	edule 2A		7
	Inse	t after Sched	ule 2:	8
	Scl	nedule 2/	A Duties of Council members	9
			(Section 21F)	10
	1	Duty to ac	t in best interests of University	11
		A me	ember of the Council must carry out his or her functions:	12
		(a)	in good faith in the best interests of the University as a whole, and	13 14
		(b)	for a proper purpose.	15
	2	Duty to ex	ercise care and diligence	16
		reaso	nember of the Council must act honestly and exercise a onable degree of care and diligence in carrying out his or her tions.	17 18 19
	3	Duty not to	o improperly use position	20
			ember of the Council must not make improper use of his or position:	21 22
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	23 24
		(b)	to cause detriment to the University.	25
	4	Duty not to	o improperly use information	26
			nember of the Council must not make improper use of rmation acquired because of his or her position:	27 28
		(a)	to gain, directly or indirectly, an advantage for the member or another person, or	29 30
		(b)	to cause detriment to the University.	31

Disclosure of material interests by Council members

5

(1) If:

	(a)	a member of the Council has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	3 4 5
	(b)	the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,	6 7 8
	come	tember must, as soon as possible after the relevant facts have to the member's knowledge, disclose the nature of the est at a meeting of the Council.	9 10 11
(2)		sclosure by a member of the Council at a meeting of the cil that the member:	12 13
	(a)	is a member, or is in the employment, of a specified company or other body, or	14 15
	(b)	is a partner, or is in the employment, of a specified person, or	16 17
	(c)	has some other specified interest relating to a specified company or other body or to a specified person,	18 19
	relati may a	afficient disclosure of the nature of the interest in any matter ng to that company or other body or to that person which arise after the date of the disclosure and which is required to sclosed under subclause (1).	20 21 22 23
(3)	recor book	culars of any disclosure made under this clause must be ded by the Council in a book kept for the purpose and that must be open at all reasonable hours for inspection by any on on payment of a reasonable fee determined by the cil.	24 25 26 27 28
(4)	intere	a member of the Council has disclosed the nature of an est in any matter, the member must not, unless the Council wise determines:	29 30 31
	(a)	be present during any deliberation of the Council with respect to the matter, or	32 33
	(b)	take part in any decision of the Council with respect to the matter.	34 35
(5)	under	ne purpose of the making of a determination by the Council r subclause (4), a member of the Council who has a material est in a matter to which the disclosure relates must not:	36 37 38
	(a)	be present during any deliberation of the Council for the purpose of making the determination, or	39 40

	(b) take part in the making by the Council of the determination.	2
(6)	A contravention of this clause does not invalidate any decision of the Council.	3
(7)	This clause does not prevent a person from taking part in the consideration or discussion of, or from voting on any question relating to, the person's removal from office by the Council pursuant to section 21G.	7 8
(8)	This clause applies to a member of a committee of the Council and the committee in the same way as it applies to a member of the Council and the Council.	9 10 11
(9)	For the purposes of this clause, a member has a material interest in a matter if a determination of the Council in the matter may result in a detriment being suffered by or a benefit accruing to the member or an associate of the member.	12 13 14 15
(10)	In this clause:	16
	associate of a member means any of the following:	17
	(a) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of the member,	18 19
	(b) the spouse, de facto partner, parent, child, brother or sister, business partner or friend of a person referred to in paragraph (a) if that relationship is known to the member,	20 21 22
	(c) any other person who is known to the member for reasons other than that person's connection with the University or that person's public reputation.	23 24 25
[14] Schedule	3 Savings and transitional provisions	26
Insert before	re clause 1:	27
1A Savi	ngs or transitional regulations	28
(1)	The Governor may make regulations containing provisions of a savings or transitional nature consequent on the enactment of the following Acts:	29 30 31
	University Legislation Amendment Act 2004	32
(2)	Any such provision may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date.	33 34

		(3)	that i	ne extent to which any such provision takes effect from a date is earlier than the date of its publication in the Gazette, the ision does not operate so as:	1 2 3
			(a)	to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	4 5 6
			(b)	to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	7 8 9
[15]	Sche	edule 3	B, clau	se 13	10
	Inser	t after	clause	: 12:	11
	13			s consequent on enactment of University Legislation nt Act 2004	12 13
		(1)	In th	is clause:	14
			amei 2004	nding Act means the University Legislation Amendment Act	15 16
				ner section 9 means section 9 as in force immediately before abstitution by the amending Act.	17 18
			<i>new</i> Act.	section 9 means section 9 as substituted by the amending	19 20
			relev	vant day means the date of assent to the amending Act.	21
		(2)	Subje	ect to this Act, on the relevant day:	22
			(a)	a person holding office under former section 9 (2) ceases to hold that office, and	23 24
			(b)	a person holding office under former section 9 (4) or (6) is taken to be appointed as a member under new section 9 (1) (b) or (c), respectively, for the balance of the person's term of office, and	25 26 27 28
			(c)	a person holding office under former section 9 (5) (a), (b), (c) or (d) is taken to be elected as a member under new section 9 (1) (d), (e), (f) or (g), respectively, for the balance of the person's term of office.	29 30 31 32
		(3)	the N	or as soon as is reasonably practicable after, the relevant day, Minister must appoint the balance of the members required to pointed under new section 9 (1) (b).	33 34 35
		(4)	neces duly	Council is to make all necessary by-laws and take all ssary steps to ensure, as far as possible, that the Council is constituted under new section 9 as soon as is reasonably ticable after the relevant day.	36 37 38 39

(5)	For the purposes of making the by-laws referred to in subclause (4), the Council must be constituted so as to include all of the members required to be appointed under new section 9 (1) (b).					
(6)	The Council is taken to be properly constituted until such time as it is constituted in accordance with new section 9.					
(7)	A cas Cour follo	sual vacancy occurring in the office of a member before the acil is duly constituted under new section 9 is to be filled as ws:	6 7 8			
	(a)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (b), the Minister is to appoint a person whom the Minister considers appropriate,	9 10 11			
	(b)	if the vacancy occurs in the office of a member appointed under new section 9 (1) (c), the Council is to appoint a person whom the Council considers appropriate,	12 13 14			
	(c)	if the vacancy occurs in the office of a member elected under new section 9 (1) (d) or (e), the Council is to appoint a person qualified to hold that office,	15 16 17			
	(d)	if the vacancy occurs in the office of a member elected under new section 9 (1) (f), the Council is to appoint a person qualified to hold that office following consultation with the relevant student body or bodies recognised by the Council,	18 19 20 21 22			
	(e)	if the vacancy occurs in the office of a member elected under new section 9 (1) (g), the Council is to appoint a person qualified to hold that office following consultation with the alumni association or body for the University.	23 24 25 26			
(8)	holds subcl	ect to this Act, a member appointed under subclause (7) s office from the time that person is appointed under that lause until the expiry of the term of that member's ecessor.	27 28 29 30			
(9)	Subje	ect to this Act, if, on the expiry:	31			
	(a)	of a member's term of office that is continued under subclause (2) (b) or (c), or	32 33			
	(b)	in the case of a member appointed under subclause (7), of the term of office of the member's predecessor,	34 35			
	the by-laws necessary to enable a person to be duly appointed or elected (as the case may be) to that office under new section 9 are not yet in force, the member may continue to hold that office until such time as a person is so duly appointed or elected.					

Schedule 10 Amendment of University of Wollongong Act 1989 No 127

(10)	For the purposes of subclause (2), a member filling a casual vacancy and holding office immediately before the relevant day is taken to hold that office immediately before the relevant day under the provision under which the member's predecessor was elected or appointed.	1 2 3 4 5
(11)	A person who ceases to hold office under subclause (2) (a):	6
	(a) is not entitled to any remuneration or compensation because of loss of that office, and	7 8
	(b) is eligible (subject to this Act and if otherwise qualified) to be appointed as a member.	9 10
(12)	Consecutive years of office served by a member of the Council immediately before the relevant day are to be taken into account in applying clause 1 (3) of Schedule 1 in respect of the member.	11 12 13
(13)	However, clause 1 (3) of Schedule 1 does not affect the operation of subclause (2) (b) or (c) or (9) of this Schedule.	14 15
(14)	Section 21G, as inserted by the amending Act, applies only in relation to breaches of duty constituted by acts or omissions occurring after the relevant day.	16 17 18
(15)	No amendment made by the amending Act affects the continuity of the Council.	19 20
(16)	The provisions of this clause are subject to any regulations made under clause 1A.	21 22