

University Rules: Edith Cowan University Foundation Rules

1. Edith Cowan University Foundation Rules

These Rules are made pursuant to *University Statute No. 17 Edith Cowan University Foundation*.

[Rule 1 amended by Rule Amendment 1 of 2019]

2. Definitions

(1) In these Rules any capitalised term that is defined:

- (a) in the *Edith Cowan University Act 1984* has the meaning given to the term in the Act;
- (b) in Statute 17 has the meaning given to the term in that Statute.

(2) Subject to Rule 2(1), the following definitions apply to these Rules:

“**Board Member**” means a member of the Foundation Board.

“**Chair**” means the chairperson of the Foundation Board.

“**Council Secretary**” means the person designated as the Secretary of the Council.

“**Discretionary Funds**” means Funds whose purpose has not been predetermined.

“**Non-Discretionary Funds**” means Funds whose purpose has been predetermined.

“**Quality, Audit and Risk Committee**” means the Quality, Audit and Risk Committee established by Council at the date of operation of these Rules, or any successor body established by Council.

“**Resources Committee**” means the Resources Committee established by Council at the date of operation of these Rules, or any successor body established by Council.

“**Statute**” means *University Statute No. 17 – Edith Cowan University Foundation*.

[Definitions amended by Rule Amendment 1 of 2014]

[Definitions amended by Rule Amendment 1 of 2019]

3. Functions of the Foundation Board

The functions of the Foundation Board are to:

- (1) advise Council on opportunities and strategies for fundraising activities which are aligned to the University's purpose, vision, values and strategic priorities;
- (2) make recommendations to Council on the University's Fundraising Plan;
- (3) facilitate actions to raise funds for the Foundation;
- (4) provide stewardship for the Funds by receiving financial and audit reports;
- (5) provide advice to Council on matters which underpin the University's philanthropic or other agreed fundraising activities;
- (6) develop recommendations for submission to the Resources Committee and Council on the use of Discretionary Funds;
- (7) establish specialist or advisory sub-committees or task forces for general or specific purposes relating to the Foundation; and
- (8) report annually to Council, Donors and other interested parties on fundraising and expenditure of the Funds and other activities of the Foundation.

[Rule 3 amended by Rule Amendment 1 of 2014]

[Rule 3 amended by Rule Amendment 1 of 2019]

4. Composition of the Foundation Board

The Foundation Board will consist of:

- (a) the Vice-Chancellor (Chair);
- (b) the Executive Director (Enterprise and Development);
- (c) the Vice-President (Corporate Services); and
- (d) not more than three persons co-opted by the Foundation Board.

[Rule 4 amended by Rule Amendment 4 of 2011]

[Rule 4 amended by Rule Amendment 1 of 2014]

[Rule 4 amended by Rule Amendment 1 of 2019]

5. Terms of Office of Board Members

A Board Member co-opted by the Board under membership category (d) of Rule 4 shall hold office for a term as specified by the Board at the time of the Member's co-option, and will be eligible to serve further terms.

[Rule 5 amended by Rule Amendment 1 of 2019]

6. Qualifications for Board Membership

A person will not be qualified to become or remain a Board Member if he or she:

- (1) becomes permanently incapable of performing the duties of a Board Member;
- (2) is an undischarged bankrupt or has his or her affairs under liquidation by arrangement with creditors;
- (3) is convicted of an indictable offence;
- (4) is, or becomes, disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001 (Commonwealth);
- (5) ceases to hold any qualification required for that person's Foundation Board membership.

[Rule 6 amended by Rule Amendment 1 of 2019]

7. Resignation from the Foundation Board

The resignation of a Board Member co-opted under membership category (d) of Rule 4 will be submitted in writing to the Council Secretary and will take effect on the day of its receipt.

[Rule 7 amended by Rule Amendment 1 of 2019]

8. Meetings of the Foundation Board

- (1) Subject to the other provisions of Rule 8, the Foundation Board will meet for the dispatch of business, may adjourn and otherwise regulate the conduct of its meetings as it thinks fit and will annually determine the quorum necessary for the transaction of business. Unless and until otherwise determined by the Foundation Board, one half of the number of current Board Members will constitute a quorum.
- (2) The Foundation Board will meet on at least one occasion in each calendar year.
- (3) The Chair or, in the event of the Chair's unavailability, the Chair's nominee, may call an unscheduled meeting of the Foundation Board at any time.
- (4) On the written request of at least two Board Members, the Chair will convene a meeting of the Foundation Board.
- (5) The Chair will preside at all meetings at which the Chair is present.
- (6) In the event of the Chair's absence from a meeting, the Chair's nominee will chair that meeting.
- (7) Unless otherwise agreed by the Foundation Board, at least 72 hours' notice of any Foundation Board meeting will be given to all Board Members.
- (8) The Foundation Board may permit persons other than Board Members to attend Foundation Board meetings on a standing or ad hoc basis and, at its discretion, permit them to participate, other than vote, at those meetings.

- (9) Questions arising at any Foundation Board meeting will be decided by a simple majority of votes cast by the Board Members present, each Board Member, including the Chair, having one vote. In the event of an equality of votes, the matter is lost.

[Rule 8 amended by Rule Amendment 1 of 2019]

9. Relationship between the Foundation Board and Council

- (1) The Foundation Board may, at its discretion, provide advice or make recommendations consistent with its functions to Council.
- (2) Council may request the Foundation Board to provide advice or make recommendations consistent with its functions.
- (3) The Foundation Board may not carry out functions, other than those described in Rule 3, unless the Foundation Board is acting in accordance with a resolution of Council.

[Rule 9 amended by Rule Amendment 1 of 2019]

10. Management and Disbursement of the Funds

- (1) The Foundation Board will ensure that appropriate management arrangements are in place to support the functions of the Foundation, including arrangements for the disbursement and auditing of the Funds and, where applicable, the investment of Funds in accordance with the University's policies concerning investment.
- (2) The Foundation Board will report to Council on arrangements for the management and disbursement of the Funds.

[Rule 10 amended by Rule Amendment 1 of 2019]

11. Reporting arrangements

- (1) Following each meeting of the Foundation Board, a report will be submitted to the Resources Committee on matters considered at that meeting, including any recommendations made by the Foundation Board to Council.
- (2) Each meeting of the Foundation Board will receive a report on the income and expenditure of the Funds and will submit that report to the Resources Committee under the provisions of Rule 11(1).
- (3) An annual audit of the Funds will be conducted by an auditor external to the University appointed by Council on the recommendation of the Foundation Board and a report will be prepared on that audit.
- (4) The report of the auditor prepared pursuant to Rule 11(3) will be submitted to the Quality, Audit and Risk Committee prior to its presentation to Council in the annual report of the Foundation Board.
- (5) The annual report of the Foundation Board will include:
- a list of persons who were Board Members during the reporting period, including details of their terms of office;
 - a description of the Funds and the income received by the Foundation from all sources during the reporting period;
 - a description of the expenditure of the Funds during the reporting period;
 - a description of projected Foundation activities for the following year;
 - comments of the Chair on matters arising from the Foundation's activities;
 - the audit report prepared pursuant to Rule 11(3); and
 - any other matters arising from its functions that the Foundation Board wishes to include.
- (6) The Foundation Board will ensure that satisfactory arrangements are in place to provide Donors and other interested parties with annual reports on the management and expenditure of the Funds.

[Rule 11 amended by Rule Amendment 1 of 2019]

12. Appointment of Patrons and Recognition of Donors

- (1) The Foundation Board may recommend to Council the appointment of patrons of specific fundraising activities, the terms of such appointments to coincide with the duration of those activities.

- (2) The Foundation Board may recommend to Council that levels of recognition be established to acknowledge significant Donors to the Foundation.

These Rules are effective from 2 June 2010, after the publication in the *Government Gazette*, on 18 May 2010, of Amending Statute 3 of 2010 (*Statute No. 17 – Edith Cowan University Foundation*).

Amendments:

- Rules Amendment No. 3 of 2010 varied the ECU Foundation Rules by:
 1. rescinding the previous ECU Foundation Rules; and
 2. enacting the ECU Foundation Rules approved by Council on 3 December 2009.
- Rules Amendment No. 4 of 2011 varied the ECU Foundation Rules by:
 1. amending the membership composition.
- Rules Amendment No 1 of 2014 varied the ECU Foundation Rules by:
 1. amending the name of the Quality, Audit and Risk Committee;
 2. replacing "University's mission" with "University's purpose"; and
 3. amending the membership composition.
- Rules Amendment No 1 of 2019 varied the ECU Foundation Rules by:
 1. amending the composition of the Foundation Board; and
 2. amending the reporting relationships that previously involved the Vice-Chancellor.

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