

University Rules: Edith Cowan University Foundation Rules

1. Edith Cowan University Foundation Rules

- (1) These Rules are made pursuant to Statute No. 17 Edith Cowan University Foundation.
- (2) These Rules and their operation shall initially be reviewed by Council not later than four years after the date on which they come into operation and thereafter at such intervals as deemed appropriate by Council.

2. Definitions

In these Rules unless the contrary intention appears:

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

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

“**Council**” means the Council of the University and “**Council Member**” means a member of the Council.

“**Community Member**” means a person who is not a member of staff or an enrolled student of the University.

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

“**Deputy Chair**” means the Deputy Chair as elected in accordance with sub-rule 4(2).

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

“**Donation or Contribution**” means either a financial or a non-financial payment as described in the Statute.

“**Donor**” means Donor as defined in the Statute.

“**Foundation**” means the Edith Cowan University Foundation established under the Statute.

“**Foundation Board**” means the Board of the Foundation established under the Statute.

“**Fund**” or “**Funds**” means Fund or Funds as defined in the Statute.

“**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.

“**Vice-Chancellor**” means the person for the time being appointed as the chief executive officer of the University under section 30 of the Act, or a person acting in that position.

[Definitions amended by Rule Amendment 1 of 2014]

3. Functions of the Foundation Board

The functions of the Foundation Board are to:

- (1) advise Council and the Vice-Chancellor 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, in consultation with the Vice-Chancellor, 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) provide input 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]

4. Membership of the Foundation Board

- (1) The Foundation Board shall consist of:
 - (a) a Community Member, appointed as Chair by Council;
 - (b) the Chair of the Resources Committee (or if already serving on the Board in another category, to be substituted by another Community Member of Council appointed by Council);
 - (c) the Vice-Chancellor;
 - (d) three Community Members, at least one of whom must be a Council Member, appointed by Council;
 - (e) not more than three persons co-opted by Council on the recommendation of the Foundation Board; and
 - (f) the Chair of the Western Australian Academy of Performing Arts Board.
- (2) The Foundation Board shall at its first meeting each year elect a Deputy Chair from among the Board Members. Where the Chair is not a Council Member, the Deputy Chair must be a Council Member.

[Rule 4 amended by Rule Amendment 4 of 2011]

[Rule 4 amended by Rule Amendment 1 of 2014]

5. Terms of Office of Board Members

The terms of office of Board Members shall be:

- (1) Board Members appointed under the provisions of sub-rules 4(1)(a) and 4(1)(d) shall hold office for three years and be eligible for re-appointment.
- (2) Board Members co-opted under the provisions of sub-rule 4(1)(e) shall hold office for terms not exceeding three years, as determined by Council on the recommendation of the Foundation Board at the time of their co-option, and shall be eligible to serve further terms of co-option.
- (3) If a casual vacancy arises for any reason for a Board Member appointed under the provisions of sub-rules 4(1)(a) or 4(1)(d) Council shall appoint a nominee to fill that vacancy.

6. Qualifications for Board Membership

A person shall 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) is absent without leave of the Foundation Board from three consecutive meetings of the Foundation Board; or
- (6) ceases to hold any qualification required for that person's Foundation Board membership.

7. Resignation from the Foundation Board

The resignation of a Board Member appointed or co-opted by Council shall be submitted in writing to the Council Secretary and shall take effect on the day of its receipt.

8. Meetings of the Foundation Board

- (1) Subject to the other provisions of Rule 8, the Foundation Board shall meet for the dispatch of business, may adjourn and otherwise regulate the conduct of its meetings as it thinks fit and shall 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 shall constitute a quorum.
- (2) The Foundation Board shall meet on at least three occasions in each calendar year.
- (3) The Chair or, in the event of the Chair's unavailability, the Deputy Chair, 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 shall convene a meeting of the Foundation Board.
- (5) The Chair shall preside at all meetings at which he or she is present.
- (6) In the event of the Chair's absence from a meeting, the Deputy Chair shall chair that meeting.
- (7) Unless otherwise agreed by the Foundation Board, at least 72 hours notice of any Foundation Board meeting shall 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 shall 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.

9. Relationship between the Foundation Board, Council and the Vice-Chancellor

- (1) The Foundation Board may, at its discretion, provide advice or make recommendations consistent with its functions to Council and/or the Vice-Chancellor.
- (2) Council or the Vice-Chancellor 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.

10. Management and Disbursement of the Funds

- (1) The Vice-Chancellor shall 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 Vice-Chancellor shall, at his or her discretion or at the request of the Foundation Board, report to the Foundation Board on arrangements for the management and disbursement of the Funds.

11. Reporting arrangements

- (1) Following each meeting of the Foundation Board, a report shall be submitted to the Resources Committee on matters considered at that meeting, that report to include any recommendations made by the Foundation Board to Council.
- (2) Each meeting of the Foundation Board shall receive a report on the income and expenditure of the Funds and shall submit that report to the Resources Committee under the provisions of sub-rule 11(1).
- (3) An annual audit of the Funds shall be conducted by an auditor external to the University appointed by Council on the recommendation of the Foundation Board and a report shall be prepared on that audit.
- (4) The report of the auditor prepared pursuant to sub-rule 11(3) shall be submitted to the Quality and Audit Committee prior to its presentation to Council in the annual report of the Foundation Board.
- (5) The annual report of the Foundation Board shall include:

- (a) a list of persons who were Board Members during the reporting period, including details of their terms of office;
 - (b) a description of the Funds and the income received by the Foundation from all sources during the reporting period;
 - (c) a description of the expenditure of the Funds during the reporting period;
 - (d) a description of projected Foundation Board activities for the following year;
 - (e) comments of the Chair on matters arising from the Foundation Board's activities;
 - (f) the audit report prepared pursuant to sub-rule 11(3); and
 - (g) any other matters arising from its functions that the Foundation Board wishes to include.
- (6) The Foundation Board shall 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.

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:

- Rule 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..
- Rule 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 ; and
 2. Replacing “University’s mission” with “University’s purpose”;
 3. Amending the membership composition

For further information contact: Tony Lazzara, Manager,
University Governance, Strategic & Governance Services Centre
Edith Cowan University
Telephone: 6304 2706