

---

# BURGMANN COLLEGE INCORPORATED

## RULES 2004

<b>Part 1: Preliminary .....</b>	<b>3</b>
1 <i>Citation .....</i>	<i>3</i>
2 <i>Commencement.....</i>	<i>3</i>
3 <i>Interpretation .....</i>	<i>3</i>
4 <i>Notice.....</i>	<i>5</i>
5 <i>Participating churches .....</i>	<i>5</i>
<b>Part 2: Burgmann Council .....</b>	<b>6</b>
6 <i>Objects of Burgmann Council .....</i>	<i>6</i>
7 <i>Membership of Burgmann Council.....</i>	<i>8</i>
8 <i>Officers of Burgmann Council.....</i>	<i>9</i>
9 <i>The Principal .....</i>	<i>9</i>
10 <i>The Deputy Principal.....</i>	<i>10</i>
11 <i>The Public Officer.....</i>	<i>10</i>
12 <i>The Visitor.....</i>	<i>10</i>
13 <i>Burgmann Council's office .....</i>	<i>10</i>
14 <i>Seal of Burgmann Council.....</i>	<i>10</i>
15 <i>Annual general meeting .....</i>	<i>11</i>
16 <i>General meetings and special general meetings .....</i>	<i>11</i>
<b>Part 3: The College.....</b>	<b>12</b>
17 <i>Affiliation with the University.....</i>	<i>12</i>
18 <i>Compliance with Statute .....</i>	<i>12</i>
19 <i>Expulsion of members of the College .....</i>	<i>13</i>
<b>Part 4: The Board of Management .....</b>	<b>13</b>

20	<i>Powers of the Board of Management</i> .....	13
21	<i>Constitution of the Board of Management</i> .....	14
22	<i>Meetings of the Board of Management</i> .....	15
<b>Part 5: The Executive Committee</b> .....		<b>15</b>
23	<i>Constitution of the Executive Committee</i> .....	15
24	<i>Powers of the Executive Committee</i> .....	16
<b>Part 6: Committees</b> .....		<b>16</b>
25	<i>Committees</i> .....	16
26	<i>Finance and Audit and Risk Committees</i> .....	16
<b>Part 7: Finances etc.</b> .....		<b>17</b>
27	<i>Financial year</i> .....	17
28	<i>Income and property of Burgmann Council</i> .....	17
29	<i>Winding up</i> .....	18
30	<i>Accounts of receipts, expenditure, etc.</i> .....	18
31	<i>Banking and finance</i> .....	18
32	<i>Disclosure of interest in contracts etc.</i> .....	19
33	<i>Auditor</i> .....	19
34	<i>Audit of accounts</i> .....	20
35	<i>Custody of documents</i> .....	20
36	<i>Inspection of documents</i> .....	21
<b>Part 8: Meetings</b> .....		<b>21</b>
37	<i>Application of this Part</i> .....	21
38	<i>Chair</i> .....	21
39	<i>Notice</i> .....	21
40	<i>Quorum</i> .....	22
41	<i>Adjournment</i> .....	22
42	<i>Determination of questions arising</i> .....	23

43	<i>Votes</i> .....	23
44	<i>Taking of poll</i> .....	23
45	<i>When poll to be taken</i> .....	23
<b>Part 9: Vacancies</b> .....		<b>24</b>
46	<i>Vacancies</i> .....	24
47	<i>Removal of persons from office</i> .....	24
48	<i>Filling casual vacancies</i> .....	25
<b>Part 10: Orders</b> .....		<b>25</b>
49	<i>Orders</i> .....	25
<b>Part 11: Amendment of Rules</b> .....		<b>25</b>
50	<i>Amendment of rules</i> .....	25

---

## PART 1: PRELIMINARY

### 1 Citation

1.1 These Rules are the Burgmann College Incorporated Rules 2004.

### 2 Commencement

2.1 These Rules commence on 1 January 2005.

### 3 Interpretation

3.1 In these Rules, unless the contrary intention appears:

*academic staff of the College* means the Principal, Deputy Principal and tutorial staff of the College;

*Act* means the *Associations Incorporation Act 1991* of the Australian Capital Territory;

*annual general meeting* means an annual general meeting of Burgmann Council convened in accordance with rule 15;

**Board of Management** means the Board of Management of Burgmann Council constituted under rule 21;

[NOTE: For the Act, the Board of Management is the Committee of the Association.]

**BRA** means the Burgmann Residents' Association Incorporated or, if that body ceases to exist, an Association with similar objects nominated by the Board of Management;

**BCAA** means the Burgmann College Alumni Association or, if that body ceases to exist, an Association with similar objects nominated by the Board of Management;

**Burgmann Council** means the Council of Burgmann College Incorporated, an association incorporated under the Act, being the Council for the College;

[NOTE: For the Act, Burgmann Council is the Association.]

**College** means the residential interdenominational college affiliated with the University, known as *Burgmann College*;

**Convocation** includes:

- (a) the academic staff of the University who, after invitation by the Council, elect to become members of the Convocation of the College by notification to the Principal; and
- (b) Alumni, being present and former resident student members of the College who have resided in the College for at least one year; and
- (c) present and former full-time staff of the College who have been employed by the College for at least 1 year; and
- (d) present and former members of Burgmann Council; and
- (e) such other persons as a general meeting of Burgmann Council or a meeting of the Board of Management decides to invite, and who agree, to become members of the Convocation;

**Councillor** means a member of Burgmann Council under subrule 7.1;

**executive staff** means the Principal, Deputy Principal and such other executive staff as Burgmann Council or the Board of Management may from time to time nominate;

**finance committee** means the committee constituted under rule 26;

**general meeting** means an annual general meeting, a meeting mentioned in subrule 16.2 or a special general meeting, as the case requires;

**guest** means a person permitted by the Principal to lodge temporarily within the College;

**member of Burgmann Council** means a person referred to in subrule 7.1;

**member of the College** includes resident and non-resident members of the College;

**non-resident member of the College** includes those persons admitted to membership of the College in accordance with section 7 of the Statute;

**officer of Burgmann Council** means the officers referred to in subrule 8.1.

**ordinary Board of Management member** means a member of the Board of Management, other than an *ex officio* member;

**ordinary member of staff** means an employee of the College, except a member of the academic or executive staff;

**postgraduate facilities** means the residential accommodation constructed at the College in 2003 and 2004;

**resident member of the College** includes a resident of the College admitted to membership in a manner that does not contravene subsection 6(1) of the Statute or who is admitted to resident membership under subsection 6(2) of the Statute;

**special general meeting** means a special general meeting of Burgmann Council convened in accordance with rule 16;

**special resolution** means a resolution passed by three quarters of those personally present and voting;

**Statute** means the *Residential Colleges (Affiliation) Statute*;

**student** includes a member of the College proceeding to an award within the University;

**University** means the Australian National University.

3.2 If the context so requires, a reference to Burgmann Council includes a reference to the Association under the Burgmann College Incorporated Rules 1971 as amended and in force immediately before the commencement of these Rules

## **4 Notice**

4.1 Notice, including notice of a meeting, may be given either personally or by sending it through the post in a pre-paid letter addressed to the intended recipient at his or her usual or last-known residential address, or by sending it by facsimile to his or her usual or last-known facsimile number, or by sending it by e-mail to his or her usual or last-known e-mail address.

## **5 Participating churches**

5.1 Each of the following is a **participating church** for these Rules:

- (a) the Anglican Church of Australia;
- (b) the Uniting Church in Australia;

- (c) the Baptist Union of Australia;
- (d) the Churches of Christ in Australia.

5.2 A participating church may withdraw from participation after giving at least 12 months' notice to Burgmann Council, and Burgmann Council may, from time to time, admit another Church into participation by resolution at a general meeting.

## **PART 2: BURGMANN COUNCIL**

### **6 Objects of Burgmann Council**

6.1 The objects of Burgmann Council are the provision, through the sponsorship of the participating Churches, of a residential College within and affiliated with the University, for undergraduate students, postgraduate students, University staff and guests, drawn from all over Australia and overseas, emphasising:

- (a) a vital community; and
- (b) pastoral care, including a chapel and chaplaincy service for the College community and, if possible, a wider University population; and
- (c) tuition; and
- (d) supervision of students, of a kind that involves maximum co-operation with student bodies and is flexible in meeting modern needs; and
- (e) theological work at an advanced academic level; and
- (f) the meeting of University persons with persons from outside the University world.

6.2 The powers of Burgmann Council in relation to the objects mentioned in subrule 6.1 include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property; and
- (b) the buying, selling and supplying of, and dealing in, goods and services of all kinds; and
- (c) the construction, maintenance, and alteration of buildings or works; and
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of those objects; and
- (e) the taking of such steps from time to time as the Board of Management finds expedient for the purpose of procuring contributions to the funds of Burgmann Council, whether by way of donation, subscriptions, or otherwise; and

- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board of Management thinks desirable for the promotion of the objects of Burgmann Council; and
- (g) the borrowing and raising of money in such manner and on such terms as the Board of Management thinks fit or as may be approved or directed by resolution passed at a general meeting; and
- (h) subject to the provisions of the *Trustee Act 1925* of the Australian Capital Territory, the investment of any moneys of Burgmann Council not immediately required for any of its objects or purposes in such a manner as the Board of Management may from time to time determine; and
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which Division 30 of the *Income Tax Assessment Act 1997* of the Commonwealth relates; and
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of Burgmann Council and their dependants, and the granting of pensions, allowances, or other benefits to employees or past employees of Burgmann Council and their dependants, and the making of payments towards insurance in relation to any of those purposes; and
- (k) the establishment and support, or aiding in the establishment or support of any other association formed for any of those objects; and
- (l) the absorption of, affiliation with, amalgamation with or entering any other relation, whether formal or informal, with any company, institute, society, association or other body having similar objects or purposes and subscribing to become a member of or to cooperate with any such body, provided that:
  - (i) Burgmann Council must not absorb or amalgamate with any company, institute, society, association or other body unless the body prohibits the distribution of its income and property among its members; and
  - (ii) unless the prior consent of the Council of the University is obtained; and
- (m) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which Burgmann Council may at any time become amalgamated in accordance with the provisions of the Act and these Rules;

- (n) the doing of all such other lawful things, including the employment or retaining of persons, as are incidental or conducive to the attainment of those objects; and
- (o) the entrance into derivative transactions (including without limitation any interest rate or currency swap or any "derivative" as defined in the Corporations Act 2001 (Cth)) for risk management purposes and any hedging agreement or derivative master agreement governing such derivative transactions .

6.3 However, the powers of Burgmann Council mentioned in subrule 6.2 are to be exercised:

- (a) by the Board of Management; and
- (b) in accordance with any strategic parameters or directions determined by Burgmann Council.

## **7 Membership of Burgmann Council**

7.1 Burgmann Council consists of the following Councillors:

- (a) 10 Councillors chosen from among the participating churches;
- (b) 2 Councillors appointed by the Vice-Chancellor of the University;
- (c) the Principal of the College (*ex officio*);
- (d) the Deputy Principal of the College (*ex officio*);
- (e) 3 Councillors elected from the academic staff of the College by the academic and executive staff of the College, each of whom must be a resident member of the College;
- (f) 3 Councillors chosen by and from Convocation, at least 2 of whom must be former residents of the College;
- (g) the President of the BRA (*ex officio*);
- (h) 5 Councillors (not being members of the academic and executive staff of the College), elected, in a manner approved by Burgmann Council, by the resident members of the College (including the academic and executive staff of the College) from among their number, provided that at least 1 of these Councillors shall be resident in the postgraduate facilities and at least 1 of these Councillors shall be resident elsewhere in the College;
- (i) 5 additional persons elected by Burgmann Council;
- (j) the President of the BCAA (*ex officio*).

7.2 Each participating church must nominate a person or body in the church to appoint Councillors for paragraph 7.1(a).

7.3 For paragraph 7.1(a), Burgmann Council may determine the number of persons that a person or body mentioned in subrule 7.2 may, for a participating church, appoint as Councillors.

7.4 Councillors, other than those who hold *ex officio* appointments and persons elected under paragraphs 7.1(e) and 7.1(h), hold office for 4 years.

7.5 Councillors elected under paragraphs 7.1(e) and 7.1(h) hold office for 1 year.

7.6 A Councillor's term of office commences on 1 January next following his or her appointment.

7.7 Councillors are eligible for reappointment.

7.8 A person elected under paragraph 7.1(e) or 7.1(h) ceases to be a Councillor on ceasing to be a resident member of the College.

7.9 A right, privilege, or obligation of a person obtained by virtue of holding a position as a Councillor:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the person ceasing to be a Councillor.

## **8 Officers of Burgmann Council**

8.1 The following officers of Burgmann Council must be elected by and from the Councillors at a general meeting mentioned in subrule 16.2:

- (a) a Chair;
- (b) a Secretary;
- (c) a Treasurer.

8.2 Each officer of Burgmann Council holds office for 2 years commencing on 1 January next following the officer's election (or until he or she ceases to be a Councillor, whichever first occurs), and may be eligible for re-election.

## **9 The Principal**

9.1 The Principal of the College is to be appointed by a general meeting of Burgmann Council and must have qualifications for participating, where appropriate, in the academic life of the University.

9.2 The Principal is the chief executive officer, and a member, of the College.

9.3 The staff of the College and those occupied in the work and conduct of the College are under the general control of the Principal.

9.4 Subject to the Orders, the Principal may, on behalf of the Board of Management, appoint and dismiss members of the staff and is responsible to the Council for the good government of the College.

9.5 The Principal, in the conduct of his or her office, is subject to the general control and authority of the Board of Management.

## **10 The Deputy Principal**

10.1 For paragraph 7.1(d), if there is no Deputy Principal, the Staff Tutor, Dean or person holding an equivalent office or if there is more than one person holding such an office, the most senior appointee, is to be regarded as the Deputy Principal.

## **11 The Public Officer**

11.1 For the purposes of the Act, the Secretary, or another Councillor determined by the Board of Management, is the Public Officer of Burgmann Council.

## **12 The Visitor**

12.1 Burgmann Council must, from time to time, appoint a suitable person to act as the Visitor to the College for the term and for the purposes determined by Burgmann Council.

12.2 The Visitor may perform such functions as the Council of the University from time to time approves.

[See paragraph 10(1)(b) of the *Residential Colleges (Affiliation) Statute 2007*.]

## **13 Burgmann Council's office**

13.1 The registered office of Burgmann Council is to be at the College or at such other place as the Board of Management from time to time determines.

## **14 Seal of Burgmann Council**

14.1 The Seal of Burgmann Council is to be in the form of a rubber stamp, inscribed with the name of Burgmann Council encircling the word 'seal'.

14.2 The Seal of Burgmann Council is not to be affixed to any instrument except by the authority of the Board of Management.

14.3 The affixing of the Seal to any document must be attested by 2 members of the Board of Management or 1 member of the Board of Management and the Public Officer or such other person as the Board of Management may appoint for that purpose

14.4 The attestation of the application of the Seal is sufficient evidence for all purposes that the Seal was affixed by the authority of the Board of Management.

14.5 The Seal must remain in the custody of the Secretary.

14.6 The Secretary must keep a record of each affixing of the Seal and the authority by which the Seal was affixed.

## **15 Annual general meeting**

15.1 Burgmann Council must hold an annual general meeting in March in each year on a day determined by the Board of Management.

15.2 The annual general meeting must be specified as such in the notice convening it.

15.3 The ordinary business of the annual general meeting is:

- (a) to confirm the minutes of the last preceding general meeting;
- (b) to receive from the Board of Management, Auditor, and employees of Burgmann Council reports upon the transactions of Burgmann Council during the last preceding financial year; and
- (c) to appoint the Auditor.

15.4 The annual general meeting may transact ordinary business and other business of which notice is given with the notice of the meeting.

## **16 General meetings and special general meetings**

16.1 All general meetings other than the annual general meeting and the meeting mentioned in subrule 16.2 are to be called *special general meetings*.

16.2 Burgmann Council must hold a general meeting in September in each year on a day determined by the Board of Management.

16.3 The ordinary business of a general meeting held in September in a year includes the election of the officers of Burgmann Council (if their terms are to expire before 1 January next following the general meeting) and the election of ordinary Board of Management members.

16.4 The Board of Management may convene a special general meeting whenever it thinks fit.

16.5 The Board of Management must, on the request of the Principal or on the request in writing of not less than 6 Councillors, convene a special general meeting.

16.6 A request for a special general meeting must state the objects of the meeting and be signed by the persons requesting it and must be lodged at the office of Burgmann Council.

16.7 If the Board of Management does not convene a special general meeting within 21 days from the date on which a request is lodged at the office of Burgmann Council, the persons making the request, or any of them, may convene the meeting; but any meeting so convened must not be held after 3 months from the date of the lodging of the request.

16.8 A special general meeting convened under subrule 16.7 must be convened in a manner similar to that in which those meetings are convened by the Board of Management, and all reasonable expenses incurred in convening the meeting are to be refunded by Burgmann Council to the persons incurring them.

16.9 A general meeting and a special general meeting may transact ordinary business and other business of which notice is given with the notice of the meeting.

16.10 A special general meeting may not be convened without the concurrence of the Principal unless the meeting is convened when the Principal is unable to attend through death, incapacity or absence overseas, or when the terms and conditions of his or her dismissal are to be discussed.

16.11 The notice of a general meeting is to include a call for nominations for any positions to be filled by election at that meeting.

### **PART 3: THE COLLEGE**

#### **17 Affiliation with the University**

17.1 The College must seek to remain affiliated to the University under the Statute.

#### **18 Compliance with Statute**

18.1 The Board of Management must ensure that the College complies with sections 6 to 10 of the Statute.

[NOTE: Sections 6 to 10 of the Statute provide variously for membership of the College, that a religious test may not be imposed on members, the establishment of a tutorial system and the constitution of the College and the appointment of a Visitor.]

## **19 Expulsion of members of the College**

19.1 The Principal may terminate a person's membership of the College for reasonable cause.

19.2 In subrule 19.1, a reference to reasonable cause includes, but is not limited to, a reference to:

- (a) unsatisfactory academic progress; or
- (b) the failure by a member to pay any fee or charge payable by that member within 30 days after the due date for payment; or
- (c) behaviour that Burgmann Council or the Board of Management regards as being contrary to the interests of the College.

19.3 The Orders may set out other reasons, and the method the Principal must adopt, for terminating the membership of a member of the College.

19.4 If a person's membership is terminated, the person ceases to be a member when the person is informed by the Principal accordingly.

19.5 A person whose membership of the College is terminated may not, without the express permission of the Principal, reside at the College or enter or remain on the premises of the College.

19.6 The termination of a person's membership does not affect the person's liability for any fees or charges:

- (a) payable by the person; and
- (b) falling due before the termination of his or her membership.

19.7 Orders under subrule 19.3 must set out the right of a person to appeal the decision to terminate the person's membership and must provide for the conduct of the appeal by the Board of Management or a panel appointed for the purpose by the Board of Management.

19.8 Orders under subrule 19.3 must also provide that notice of an appeal by a resident member must be lodged with the Secretary within a specified number of days, not being fewer than 14, of the decision to terminate the person's membership being notified to that member.

## **PART 4: THE BOARD OF MANAGEMENT**

### **20 Powers of the Board of Management**

20.1 The affairs of Burgmann Council are to be managed by the Board of Management.

20.2 The Board of Management may engage and employ for any of the purposes of the College such persons and on such terms as it may from time to time think fit.

[NOTE: Subrule 9.4 provides for the Principal to appoint and dismiss staff on behalf of the Board of Management.]

20.3 The Board of Management is responsible for the finances of the College.

20.4 The Board of Management:

- (a) may do everything necessary or convenient to further the objects of Burgmann Council set out in subrule 6.1; and
- (b) may exercise the powers and functions that may be exercised by Burgmann Council, other than those powers and functions that are required by these Rules to be exercised by general meetings of Councillors; and
- (c) may perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of Burgmann Council; and
- (d) may appoint, subject to ratification by Burgmann Council, a person to act as Principal if the Principal is absent from the College, is ill, or is otherwise unable to perform his or her duties, or if there is any vacancy in the office of Principal.

## **21 Constitution of the Board of Management**

21.1 The Board of Management is to consist of:

- (a) the officers of Burgmann Council;
- (b) 1 of the Burgmann Councillors appointed by the Vice-Chancellor of the University;
- (c) the president of the BRA;
- (d) 2 Councillors, being representatives of the resident members of the College, at least one of whom is to be a representative of the academic staff;
- (e) 4 other Councillors;
- (f) the Principal; and
- (g) the Deputy Principal.

provided that at least 1 member of the Board of Management is to be a representative of 1 of the participating churches.

21.2 The ordinary Board of Management members are to be elected by and from Burgmann Councillors at a general meeting mentioned in subrule 16.2.

21.3 If the Board of Management member referred to in paragraph 21.1(b) is not present at a meeting of the Board of Management, the other Burgmann Councillor appointed by the Vice-Chancellor of the University may take the place of that member at that meeting, and may vote on questions arising at that meeting.

21.4 Each ordinary Board of Management member holds office for 1 year commencing on 1 January next following the member's election (or until the member ceases to be eligible to be a Councillor, whichever first occurs), and may be eligible for re-election.

## **22 Meetings of the Board of Management**

22.1 The Board of Management is to meet at least 10 times in each calendar year as determined by the Board of Management.

22.2 A special meeting of the Board of Management may be convened by the Chair or by the Principal or by any 4 of its members.

22.3 Notice is to be given to members of the Board of Management of any special meeting, specifying the time and place for the meeting and the general nature of the business to be transacted.

22.4 Within 14 days after a meeting of the Board of Management, the Chair must send to each Councillor the minutes of the meeting (whether or not the minutes have been confirmed).

22.5 A meeting of the Board of Management may not be convened without the concurrence of the Principal unless the meeting is convened when the Principal is unable to attend through death, incapacity or absence overseas or when the terms and conditions of his or her dismissal are to be discussed.

## **PART 5: THE EXECUTIVE COMMITTEE**

### **23 Constitution of the Executive Committee**

23.1 The officers of Burgmann Council, the Principal and the President of the BRA constitute the Executive Committee of Burgmann Council.

## **24 Powers of the Executive Committee**

24.1 The Executive Committee may direct the Public Officer and the employees of Burgmann Council in matters of urgency connected with the management of the affairs of Burgmann Council during the intervals between meetings of the Board of Management

24.2 If any such instructions are issued, the Executive Committee must report on the circumstances and the outcome of the matter to the next meeting of the Board of Management.

24.3 The Board of Management may delegate any of its powers and functions to the Executive Committee except the power to make Orders and this power of delegation.

## **PART 6: COMMITTEES**

### **25 Committees**

25.1 Burgmann Council or the Board of Management may, at any time, appoint a committee from among its members.

25.2 Burgmann Council or the Board of Management may, when appointing a committee:

- (a) appoint 1 of the members of that committee as the chair of the committee; and
- (b) specify the terms, not exceeding 2 years, that members may serve on the committee and whether members of committee are eligible for reappointment; and
- (c) co-opt as members of the committee such persons as it thinks fit, whether or not those persons are Councillors, who would be non-voting members except in the case of the BCAA committee.

25.3 The Chair of Burgmann Council has the right to attend, address and vote at any meeting of a committee.

25.4 The Principal has the right to attend and address, but not vote, at a meeting of a committee.

### **26 Finance and Audit and Risk Committees**

26.1 There is to be a finance committee, appointed by Burgmann Council or the Board of Management and chaired by the Treasurer.

26.2 The finance committee is responsible for assisting the Treasurer in financial matters and the preparation of the budget.

26.3 There is to be an Audit and Risk committee, appointed by Burgmann Council or the Board of Management and chaired by a person appointed by the Council or Board of Management.

26.4 The Audit and Risk committee is responsible for assisting the Council or Board with compliance with regulatory and management requirements.

## **PART 7: FINANCES ETC.**

### **27 Financial year**

27.1 The financial year of Burgmann Council ends on 31 December in each year.

### **28 Income and property of Burgmann Council**

28.1 The assets and income of Burgmann Council are to be applied solely in furtherance of the objects and purposes of Burgmann Council and no portion may be distributed directly or indirectly to Burgmann Councillors except as *bona fide* compensation for services rendered or expenses incurred on behalf of Burgmann Council.

28.2 Burgmann Council must not:

- (a) appoint a person who is a Councillor to any office in the gift of Burgmann Council to the holder of which there is payable any remuneration by way of salary, fees or allowances, or
- (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

28.3 Nothing in this rule prevents the payment in good faith to an employee of Burgmann Council, the College or a Councillor for:

- (a) remuneration in return for the services as employee of Burgmann Council whether as Principal or as a member of the academic, executive or ordinary staff of the College, if those services have actually been or are being rendered to the College by that person, or for goods supplied to Burgmann Council (which are necessary to enable Burgmann Council to fulfil its objects) by the employee or Councillor in the ordinary course of business; or
- (b) interest at a rate not exceeding the current bank rate on moneys lent to Burgmann Council by the employee or Councillor; or
- (c) a reasonable and proper sum by way of rent for premises let to Burgmann Council by the employee or Councillor.

## **29 Winding up**

29.1 If Burgmann Council is wound-up, no member is liable to contribute towards the payment of its debts and liabilities, or the costs, charges and expenses of the winding-up.

29.2 If Burgmann Council is wound up, any surplus assets remaining after the payment of Burgmann Council's liabilities are to be transferred to the University for distribution to another organisation with similar purposes.

## **30 Accounts of receipts, expenditure, etc.**

30.1 True accounts must be kept:

- (a) of all sums of money received and expended by Burgmann Council and the matter in respect of which the receipt of expenditure takes place; and
- (b) of the property, credits and liabilities of Burgmann Council

and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board of Management, those accounts are to be open to the inspection of the Councillors.

30.2 The Treasurer of Burgmann Council must keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of Burgmann Council as directed by the Board of Management.

30.3 The accounts, books and records referred to in subrules 30.1 and 30.2 must be kept at Burgmann Council's office or at such other place as the Board of Management determines.

## **31 Banking and finance**

31.1 The Treasurer of Burgmann Council must, on behalf of Burgmann Council receive all moneys paid to Burgmann Council and issue relevant receipts.

31.2 The Board of Management must open a banking account in the name of Burgmann Council into which all moneys received are to be paid by the Treasurer as soon as possible after receipt.

31.3 The Board of Management may direct the limits on authorities to pay money from its accounts and must authorise or ratify all such payments.

31.4 However, any amount of capital expenditure exceeding 10% of the annual turnover of Burgmann Council in the previous financial year must not be made without the approval of Burgmann Council.

31.5 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by any 2 of those persons authorised by the Board of Management to sign on its behalf.

### **32 Disclosure of interest in contracts etc.**

32.1 If a Councillor has any direct or indirect pecuniary interest in a contract or proposed contract to which Burgmann Council is or may be a party that Councillor must:

- (a) if the Councillor is a member of the Board of Management, as soon as the interest becomes apparent to him or her—disclose the nature and extent of the interest to the Board of Management; and
- (b) disclose the nature and extent of the interest at the next general meeting of Burgmann Council.

32.2 No member of Burgmann Council or the Board of Management may vote as a member of Burgmann Council or the Board of Management in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote must not be counted.

### **33 Auditor**

33.1 At each annual general meeting of Burgmann Council the Councillors present must appoint a person who is qualified under subsections (2) and (3) of section 74 of the Act and who is not a Councillor, as the Auditor of Burgmann Council.

33.2 A person so appointed holds office until the annual general meeting next after that at which he or she is appointed, and is eligible for reappointment.

33.3 If an appointment is not made at an annual general meeting the Board of Management must appoint an Auditor of Burgmann Council for the then current financial year of Burgmann Council.

33.4 The Auditor may only be removed from office by resolution at a general meeting of Burgmann Council.

33.5 If a casual vacancy occurs in the office of Auditor during the course of a financial year of Burgmann Council, the Board of Management must appoint another person as the Auditor and the person so appointed holds office until the next succeeding annual general meeting.

### **34 Audit of accounts**

34.1 At least once in each financial year of Burgmann Council, the accounts of Burgmann Council must be examined by the Auditor.

34.2 The Auditor must certify as to the correctness of the accounts of Burgmann Council and is to report on those accounts to the Councillors present at the annual general meeting.

34.3 In the Auditor's report, and in certifying to the accounts, the Auditor must state:

- (a) whether he or she has obtained the information required by the Auditor;
- (b) whether, in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of Burgmann Council according to the information at his or her disposal and the explanations given to the Auditor and as shown by the books of Burgmann Council; and
- (c) whether the rules relating to the administration of the funds of Burgmann Council have been observed.

34.4 The Treasurer of Burgmann Council must deliver to the Auditor a list of all the accounts, books and records of Burgmann Council.

34.5 The Auditor:

- (a) has a right of access to the accounts, books, records, vouchers and documents of Burgmann Council;
- (b) may require from the employees of Burgmann Council such information and explanations as may be necessary for the performance of his or her duties as Auditor;
- (c) may employ persons to assist him or her in investigating the accounts of Burgmann Council; and
- (d) may, in relation to the accounts of Burgmann Council, examine any member of the Board of Management or any employee of Burgmann Council.

### **35 Custody of documents**

35.1 The Secretary has custody of any books, documents or securities of Burgmann Council, excluding those referred to in rule 30 kept by the Treasurer.

35.2 The books, documents and securities referred to in subrule 35.1 are to be kept at Burgmann Council's office or at such other place as the Board of Management determines.

## **36 Inspection of documents**

36.1 Upon receipt of a request in writing from a Councillor, the Secretary must within 14 days grant to the Councillor access to books or documents produced by Burgmann Council, its officers or employees.

36.2 However, the Secretary may restrict access to protect the confidentiality of any books or documents.

36.3 Access to any books or documents not produced by Burgmann Council, its officers or employees, but which have been submitted to or are held by Burgmann Council explicitly or implicitly in confidence, may only be granted with the permission of the person or persons who produced those books or documents.

36.4 All disputes concerning access to books or documents are to be resolved by the Board of Management.

## **PART 8: MEETINGS**

### **37 Application of this Part**

37.1 Unless the contrary intention appears, this Part applies to all general meetings, meetings of the Board of Management, meetings of the Executive Committee, and meetings of committees.

### **38 Chair**

38.1 The Chair of Burgmann Council is to chair every meeting.

38.2 However, the Councillor who is specified as the Chair of a committee under paragraph 25.2(a) or subrule 26.1 is to chair meetings of that committee.

38.3 Also, if the Chair who is required to chair a meeting is absent from a meeting (or part of a meeting) or declares that he or she does not wish to chair that meeting (or part of that meeting), or if the meeting is of a committee and no chair has been appointed under paragraph 25.2(a), the Councillors present at that meeting may elect 1 of their number to chair that meeting (or part of that meeting).

### **39 Notice**

39.1 The Chair of a meeting must give all people entitled to attend the meeting notice of a meeting.

39.2 For general meetings, at least 14 days' notice is to be given.

39.3 In all other cases, reasonable notice is to be given.

## **40 Quorum**

40.1 No item of business may be transacted at a meeting unless a quorum of Councillors or other members entitled under these Rules to vote at the meeting is present in person or, if the Chair so permits, participating by any means of telecommunication during the time when the meeting is considering that item.

40.2 A quorum for a general meeting is at least one third of the Councillors.

40.3 A quorum for a meeting of the Board of Management is 6 members of the Board of Management.

40.4 A quorum for a meeting of the Executive Committee is 3 members of the Executive Committee.

40.5 A quorum for a meeting of a committee (including the Finance Committee) is, unless Burgmann Council or the Board of Management otherwise determines, at least half of the Councillors appointed to that committee.

40.6 If within 1 hour after the appointed time for the commencement of a meeting a quorum is not present, the meeting:

- (a) if it is a special general meeting, is to be dissolved; and
- (b) in any other case, stands adjourned to a day in the next week, at the same time and place or at another time and place determined by the Chair at the time of the adjournment or by written notice to Councillors given before the day to which the meeting is adjourned, and if at the adjourned meeting a quorum is not present within 1 hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

## **41 Adjournment**

41.1 The Chair of a meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

41.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to all people entitled to attend the meeting.

41.3 However, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **42 Determination of questions arising**

42.1 A question arising at a meeting is to be determined on a show of hands or vocal assent/dissent or (at the request of any Councillor, before the show of hands or on the declaration of the result of the show of hands or vocal assent/dissent) by the taking of a poll.

42.2 After a show of hands or vocal assent/dissent, or the taking of a poll, the Chair must declare that the resolution has been carried, or carried unanimously, or carried by a particular majority, or lost.

42.3 At the discretion of the Chair a question may be decided out of session provided that notice periods applying to meetings are observed.

## **43 Votes**

43.1 At a meeting, a Councillor has 1 vote on a resolution only.

43.2 However, the Chair of a meeting has a deliberative as well as a casting vote.

43.3 All votes must be given personally.

43.4 No member of the executive staff other than the Principal and Deputy Principal may vote at a meeting, although they may be heard.

## **44 Taking of poll**

44.1 If at a meeting, a poll on any question is requested it must be taken at that meeting in a manner determined by the Chair, and the result of the poll is to be regarded as being the resolution of the meeting on that question.

44.2 However, if at least one third of the Councillors present at the meeting and entitled to vote request it, the Chair must determine a manner of taking the poll that ensures that the votes of individual Councillors are not revealed.

## **45 When poll to be taken**

45.1 A poll that is requested on the election of a Chair, or on a question of adjournment, must be taken immediately, and a poll that is requested on any other question must be taken before the close of the meeting as directed by the Chair.

## **PART 9: VACANCIES**

### **46 Vacancies**

46.1 A Councillor may at any time resign from Burgmann Council by writing to the Secretary (or, in the case of the Secretary, to the Chair).

46.2 An officer of Burgmann Council may at any time resign from his or her office by writing to the Secretary (or, in the case of the Secretary, to the Chair).

46.3 A member of the Board of Management or of a committee may resign his or her position on the Board or committee by writing to the Secretary (or, in the case of the Secretary, to the Chair).

46.4 A Councillor's seat becomes vacant if he or she:

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns his or her office by writing to the Secretary (or, in the case of the Secretary, to the Chair)
- (e) has his or her membership of the College terminated under rule 19.

46.5 If a Councillor is absent from 3 consecutive general meetings without leave of absence or good cause shown, his or her seat may be declared vacant, by Burgmann Council or by the Board of Management.

46.6 If a member of the Board of Management is absent from 4 consecutive meetings of the Board without leave of absence or good cause shown, his or her position on the Board may be declared vacant by the Board.

### **47 Removal of persons from office**

47.1 Burgmann Council may remove from office:

- (a) an officer of Burgmann Council; and
- (b) the Principal; and
- (c) a member of the Board of Management; and

(d) a member of a Committee;

if the person concerned is in breach of these Rules or otherwise by resolution of Burgmann Council for inappropriate behaviour.

#### **48 Filling casual vacancies**

48.1 If a casual vacancy arises in an office of Councillor, another person must be appointed to fill the vacancy by the original appointing body.

48.2 If a casual vacancy occurs in the office of one of the officers of Burgmann Council, Burgmann Council must appoint a Councillor to the vacant office.

48.3 If a casual vacancy occurs in the office of an ordinary Board of Management member, Burgmann Council or the Board of Management may appoint a Councillor to the vacant office.

48.4 If a casual vacancy arises on a committee, Burgmann Council or the Board of Management may appoint a Councillor to fill the vacancy.

48.5 A person appointed to fill a casual vacancy under this rule is appointed for the remainder of the term to which his or her predecessor had been appointed or elected and is be eligible for re-appointment or re-election.

### **PART 10: ORDERS**

#### **49 Orders**

49.1 The Board of Management may make Orders, not inconsistent with these Rules, relating to the governance or ordering of the College.

49.2 However, no Order affecting the Principal may be made or amended without the Principal's concurrence.

49.3 If an Order is made under these Rules, a copy of it must be sent as soon as possible after it is made to the Council and Boards Secretariat of the University.

### **PART 11: AMENDMENT OF RULES**

#### **50 Amendment of rules**

50.1 These Rules may be amended by special resolution of a general meeting.

50.2 No amendment is to become effective until approved by the Council of the University.

50.3 At least 21 days' written notice of any proposed amendment of these Rules must be sent to all Councillors.

50.4 However, no rule affecting the Principal may be amended during the Principal's term of employment without the Principal's concurrence.