

Curtin University of Technology

**COUNCIL STANDING
ORDERS 2007**

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CONTENTS

	Page
PART 1 – INTRODUCTORY MATTERS	1
1.1 Citation	1
1.2 Commencement	1
1.3 Content and intent	1
1.4 Application	1
1.5 Interpretation	2
1.6 Sources of power	3
PART 2 – THE COUNCIL AND COMMITTEES	4
<i>Division 1 – Council</i>	<i>4</i>
2.1 Council Membership	4
2.2 Term of office of a Council member	5
2.3 Vacation of office of a Council member	6
2.4 Casual vacancies	6
<i>Division 2 – Committees</i>	<i>7</i>
2.5 Appointment of a Committee	7
2.6 Committee membership	8
2.7 Chair and Deputy Chair	9
2.8 Deputies	9
2.9 Term of appointment	9
2.10 Committee to report	10
PART 3 - HOLDING AND CONVENING MEETINGS	11
3.1 Holding and convening Council meetings	11
3.2 Holding Committee meetings	11
3.3 Notice of a meeting	11
3.4 Agenda for a Council meeting	11
3.5 Initiation of an item by a Council member	12
3.6 Agenda for a Committee meeting	12
3.7 Initiation of an item by Chancellor or Vice-Chancellor	12
3.8 Items before Council to be recommended by Committee	13
PART 4 – CHAIRING, QUORUM AND ATTENDANCE	13

<i>Division 1 – Who presides</i>	13
4.1 Chair of a Council meeting	13
4.2 Chair of a Committee meeting	13
<i>Division 2 – Quorum</i>	14
4.3 Quorum for a Council meeting	14
4.4 Quorum for a Committee meeting	14
4.5 Disclosure of interest – effect on quorum for a Committee meeting	14
4.6 Quorum not present at scheduled meeting time	14
4.7 Quorum lost during meeting	15
4.8 Names to be recorded	15
<i>Division 3 – Attendance</i>	15
4.9 Attendance at a Council meeting	15
4.10 Attendance at a Committee meeting	15
4.11 Attendance by others	16
4.12 Participation by video or telephone link	16
4.13 University security staff	16
PART 5 – DISCLOSURE OF MATERIAL PERSONAL INTERESTS	17
5.1 Duties of disclosure and participation	17
5.2 Disclosing possible interests of another	18
5.3 Disclosure of Interests Register	18
PART 6 – CONDUCT OF MEETINGS	18
<i>Division 1 – Meeting business</i>	18
6.1 Order of business	18
6.2 Declaration of opening	19
6.3 Apologies	19
6.4 Leave of absence	19
6.5 Disclosure of members' interest	19
<i>Division 2 - Adjournment</i>	20
6.6 Serious disorder	20
<i>Division 3 – Voting and rescission</i>	20
6.7 Voting at a meeting	20
6.8 Voting procedure	20
6.9 Recording of votes	21
6.10 Rescinding a decision	21
PART 7 – MINUTES AND RECORDING OF MEETINGS	21
7.1 Secretary to keep minutes	21
7.2 Content of minutes	21
7.3 Unconfirmed and confirmed minutes	22
7.4 Use of recording equipment	22
PART 8 - CIRCULAR RESOLUTIONS	23
8.1 Decision may be made outside a meeting	23
8.2 Materials to be given to members	23
8.3 Voting	23

8.4	Notice of outcome	23
8.5	Minutes	24
PART 9 – MISCELLANEOUS		24
9.1	Suspension of Standing Orders	24
9.2	Confidentiality	24

CURTIN UNIVERSITY OF TECHNOLOGY

COUNCIL STANDING ORDERS 2007

These Rules are made by the Council of the University under the powers conferred on it by section 9 of *Statute No. 7 – The Council* and in accordance with section 34(3) of the *Curtin University of Technology Act 1966*.

PART 1– INTRODUCTORY MATTERS

1.1 Citation

- (1) These rules may be cited as the *Council Standing Orders 2007*.
- (2) In the rules that follow, these rules are referred to as 'these Standing Orders'.

1.2 Commencement

These Standing Orders come into operation on the date on which they are promulgated or on the date of commencement of Statute No. 7, whichever is the later.

Note: sections 2 and 4 of Statute No. 3 state:

2. A Rule takes effect when it is promulgated in accordance with this Statute or on such other later date as may be determined by the Council.
- ...
4. A Rule is promulgated by posting a copy of it on the notice board located outside the main entrance to the Administration block at the University at Bentley, or where the Rule applies only to one branch or site, on a notice board outside the administrative office of that branch or site'.

1.3 Content and intent

- (1) These Standing Orders regulate the conduct of meetings of the Council and, subject to Rule 1.4, meetings of Committees.
- (2) These Standing Orders are intended to result in:
 - (a) better decision making by the Council and Committees;
 - (b) the orderly and efficient conduct of meetings dealing with the University's operations; and
 - (c) greater understanding of the rules governing the conduct of meetings.

1.4 Application

These Standing Orders apply to:

- (a) the Council;
- (b) each Committee – subject to, and in accordance with, a resolution of the Council that may determine that, in relation to a particular Committee:
 - (i) these Standing Orders do not apply; or
 - (ii) these Standing Orders apply subject to the modifications referred to in the resolution; and
- (c) any person attending, or having access to information or documents relating to, a meeting of the Council or a Committee to which these Standing Orders apply.

1.5 Interpretation

- (1) In these Standing Orders, unless the contrary intention appears:

'Absolute Majority' means more than 50% of the total number of members (excluding any unfilled vacancies) of the Council or a Committee (as the case may be);

'Chair' means the person presiding at a meeting of the Council or a Committee (as the case may be);

'Committee' means a committee, appointed by the Council under section 6(1) of Statute No. 7, to which these Standing Orders apply;

'Committee member' or **'member of a Committee'** means, in relation to a particular Committee:

- (a) a person who has been appointed by the Council, under section 6(1) of Statute No. 7, to be a member of that Committee; and
- (b) a deputy who is performing the functions of a Committee member;

'Council member', or **'member of the Council'**, has the same meaning as 'member' in section 4(1) of the Act.

Note: section 4(1) of the Act defines 'member' to mean 'a member of the Council'.

'deputy' means a deputy appointed by the Council under section 6(1) of Statute No. 7.

'Deputy Chair' means the deputy chair of a Committee elected under rule 2.7(3);

'Disclosure of Interests Register' means the register required to be established and maintained under rule 5.3.

'Executive Committee' means the Committee referred to in rule 2.9;

'Majority' means more than half of the votes of those present at a meeting;

'material personal interest' has the same meaning as in clause 2(1) of Schedule 1A of the Act.

'meeting' means, as the context requires, a meeting of the Council or a meeting of a Committee;

'member' means:

- (a) in relation to the Council – a Council member; and
- (b) in relation to a Committee – a Committee member;

'Secretary' means:

- (a) in relation to the Council – the Council Secretary; and
- (b) in relation to a Committee – the Secretary of the Committee;

'Statute No. 7' means Statute No. 7 – The Council; and

'written notice' includes notice by facsimile or email.

'Year' means calendar year.

- (2) Unless these Standing Orders provide otherwise, words and expressions have the same meaning as are given to them in the Act, Statute No. 7 and other Statutes.

1.6 Sources of power

- (1) Among the sources of power to make these Standing Orders are:
 - (a) sections 11(6) and 34(3) of the Act; and
 - (b) section 9 of Statute No. 7.

Notes:

- 1. Section 11(6) of the Act states:

'Subject to this Act and the Statutes the Council may regulate its own procedure in such manner as it thinks fit.

- 2. Section 34(3) of the Act states:

'The Statutes may provide for —

- (a) empowering the Council of the University to make by-laws or rules, not inconsistent with this Act or with any Statute for regulating or providing for the regulation of, any specified matter with respect to which Statutes may be made, or for carrying out or giving effect to the Statutes, and any of those by-laws or rules shall have the same force and effect as a Statute;
- (b) the manner of promulgation of those by-laws or rules; and
- (c) the revocation or amendment of any of those by-laws or rules'.

- 3. Section 9 of Statute No. 7 states:

'The Council may make rules, not inconsistent with the Act or with any statute, for:

- (a) regulating or providing for the regulation of its procedures, and the procedures of its Committees, by way of standing orders; or
 - (b) carrying out or giving effect to this Statute’.
- (2) The power to amend, and the procedures applying to an amendment of, these Standing Orders are set out in rules 5 and 6 of Statute No. 3 - Interpretation.

Note: rules 5 and 6 of Statute No. 3 - Interpretation state:

- 5. The Council may by resolution amend or revoke any Rule.
- 6. The Council shall cause every new Rule, or the amendment or revocation of a Rule to be published to the staff and students of the University in such manner as the Council shall decide’.

PART 2– THE COUNCIL AND COMMITTEES

Division 1 – Council

2.1 Council Membership

The membership of the Council is dealt with in section 9 of the Act.

Note: section 9 of the Act states:

- (1) The Council shall consist of —
 - (a) 6 persons appointed by the Governor representative of the professions and industrial and commercial interests;
 - [(b) deleted]
 - (c) one person who is nominated by the Minister charged with the administration of the School Education Act 1999;
 - [(d), (e) deleted]
 - (f) the person for the time being appointed the chief executive officer of the University;
 - (g) 2 persons who are members of the full-time academic staff of the University elected by members of that staff;
 - (ga) 2 persons elected by and from the students in the manner prescribed by Statute;
 - (gb) one person who is a member of the full-time salaried staff, other than the academic staff, of the University elected by members of that staff;
 - (gc) one person who is a member of the Alumni Association of the University elected by members of that Association;
 - (h) the person who not being a member of the Council at the time of his appointment as Chancellor, is appointed Chancellor pursuant to section 11;
 - (i) 3 persons appointed from time to time by co-option by the Council but a person whose sole or principal employment is that of a member of the staff of the University may not be so appointed;
 - [(ia) deleted]
 - (j) up to 3 persons appointed by the Council from persons —
 - (i) who are members of bodies that represent the interests of the University in places other than the University’s principal campus; and
 - (ii) who are not staff or students of the University;
- and

- (k) one member of the Academic Board of the University established by Statute, elected by and from the Academic Board.
- (2) Of the members —
 - (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
 - (b) at least one must have commercial expertise (as demonstrated by relevant experience at a senior level in the public or private sector),
 and the member mentioned in paragraph (b) may also be one of the members mentioned in paragraph (a).
- (3) The majority of members of the Council must be persons who are not members of the staff or students of the University’.

2.2 Term of office of a Council member

The term of office of a Council member is dealt with in section 9A of the Act.

Note: section 9A of the Act states:

- (1) Subject to this Act —
 - (a) a member appointed under section 9(1)(a) or (i) holds office for a period of 3 years, commencing on the day of his appointment, unless a shorter term of office is specified pursuant to subsection (5);
 - (b) a member elected under section 9(1)(g), (gb), or (gc) holds office for a period of 3 years, commencing on the day on which his election takes effect, unless a shorter term of office is specified pursuant to subsection (6);
 - (c) a member elected under section 9(1)(ga) holds office for a period of one year commencing on the day on which his election takes effect.
- (2) A member who holds office under section 9(1)(j) ceases to hold office if the member was appointed from the members of a body which has ceased to exist.
- (3) A member elected under paragraph (ga) may be re-elected once, but only once, on the expiry of his term of office, if he continues to be qualified under section 9.
- (4) Except as provided in subsection (3), an appointed (which includes co-opted) or elected member, on the expiry of his term of office, may be again appointed or elected, if he continues to be qualified under section 9; but on the expiry of a third successive term of office (of whatever duration) he is not eligible to hold office as a member until 12 months have elapsed after such expiry.
- (5) Notwithstanding subsection (1)(a), the Governor or the Council may, when appointing a person as a member, specify a term of office of less than 3 years where an appointment for such shorter term is desirable to ensure that —
 - (a) the terms of office of members expire at intervals which will produce reasonable continuity of membership; or
 - (b) the terms of office expire on dates which afford the convenience of uniformity.
- (6) Notwithstanding subsection (1)(b) the Council may, before an election is held for the purposes of section 9(1)(g), (gb), or (gc) by notice given in writing to the returning officer for the election specify a term of office of less than 3 years for any member proposed to be elected under paragraph (g), (gb), or (gc), where election for such shorter term is desirable for any reason mentioned in subsection (5)(a) and (b)’.

2.3 Vacation of office of a Council member

The circumstances in which the office of a Council member becomes vacant is dealt with in section 10 of the Act.

Notes:

1. section 10 of the Act states:

‘If a member —
(a) dies;
(b) resigns his office by writing under his hand addressed to the Minister;
(c) is a person in respect of whom an administration order is in force under Part 6 of the Guardianship and Administration Act 1990;
(d) is an undischarged bankrupt or has his affairs under liquidation by arrangement with his creditors;
(e) is convicted of an indictable offence;
(ea) is removed from office by the Council under section 10AA;
(eb) is, or becomes, disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001 of the Commonwealth;
(f) is absent without leave of the Council from 3 consecutive meetings of the Council; or
(g) ceases to hold the requisite qualification under section 9 for being a member, and in particular —
(i) in the case of a person elected under paragraph (g) thereof, he ceases to be a member of the full-time academic staff;
(ii) in the case of a person elected under paragraph (ga) thereof, he ceases to be a member of the Student Guild or a voting member of the council of the Student Guild, as the case may be;
(iii) in the case of a person elected under paragraph (gb) thereof, he ceases to be a member of the full-time salaried staff, other than the academic staff; or
(iv) in the case of a person elected under paragraph (gc) thereof, he ceases to be a member of the Alumni Association of the University,
his office shall become vacant and shall be filled as a casual vacancy in accordance with section 10A’.
2. Section 10AA of the Act details with the removal and suspension of Council members.

2.4 Casual vacancies

The filling of a casual vacancy in the office of a Council member is dealt with in section 10A of the Act.

Note: section 10A of the Act States:

- ‘(1) Where a casual vacancy occurs in the office of a member, the vacancy shall, subject to this section, be filled in the same manner as it would be if it had occurred by effluxion of time, except that —
(a) if the vacancy is in the office of an elected member and it has not, within 3 months after it occurs, been filled by election, it may be filled by an appointment by the Governor of a person who has the same qualification under section 9 as that of the former member; and
(b) the person who fills the vacancy shall, subject to this Act, hold office for the residue of the former member’s term of office.
- (2) Notwithstanding subsection (1), if a casual vacancy occurs in the office of an elected member within 6 months before the expiry of his term of office by effluxion of time, that vacancy shall not be filled for the residue of the term of the office unless the Council resolves that exceptional circumstances require that the vacancy be filled’.

Division 2 – Committees

2.5 Appointment of a Committee

- (1) The Council's power to appoint a Committee is dealt with in section 6(1) of Statute No. 7.

Note: section 6(1) of Statute No. 7 states:

'The Council may, by resolution:

- (a) appoint whatever Committees it considers to be appropriate to assist it in carrying out its functions;
- (b) appoint a Council member, or any other person, to be a Committee member; and
- (c) appoint a deputy or deputies for a Committee member'.

- (2) Subject to subrule (4), in relation to each Committee, the Council is to specify:

- (a) the Committee's terms of reference;
- (b) any functions (including powers or duties) delegated to the Committee; and
- (c) the number of members and composition of the Committee.

Notes:

1. The power of delegation by the Council to a Committee is dealt with in section 15(1) and (2) of the Act and section 7(1) of Statute No. 7.
2. Section 15(1) and (2) of the Act states:

- (1) The Council may —
 - (a) in relation to any matter or class of matters, or in relation to any activity or function of the University, by resolution delegate all or any of its powers, authorities, duties and functions under this Act, except this power of delegation and its powers in relation to the making of Statutes or by-laws, to —
 - (i) any member;
 - (ii) a committee consisting of members appointed by the Council;
 - (iii) any officer or officers of the University;or
 - (iv) a Board;and
 - (b) in relation to any matter or class of matters affecting the Kalgoorlie Campus, or in relation to any activity or function of the Kalgoorlie Campus, by resolution delegate all or any of its powers, authorities, duties and functions under this Act, except this power of delegation and its powers in relation to the making of Statutes or by-laws, to the Kalgoorlie Campus Council.
- (2) The Council may by resolution revoke a delegation given under this section and no delegation so given prevents the exercise or discharge by the Council of any of its powers, authorities, duties or functions'.

3. Section 7(2) of Statute No. 7 states:

'The Council Secretary is to ensure that the Delegations Register is established and maintained'. ('Delegations Register' is defined in section 3 of Statute No. 7 to mean 'the register containing all resolutions of the Council made under section 15 of the Act relating to the delegation of all or any of the Council's powers, authorities, duties and functions under the Act'.)

- (3) The Council may, at any time:
- (a) amend any of the matters specified under subrule (2) in relation to a Committee; and
 - (b) terminate the appointment of a Committee.
- (4) The Council may, in addition to, or instead of, specifying the matters referred to in rule 2.5(2), adopt a constitution for any Committee and, if so, that constitution:
- (a) is to include details of the matters referred to in rule 2.5(2); and
 - (b) may include any other matter that the Council considers is appropriate.

2.6 Committee membership

- (1) The membership of a Committee is dealt with in section 6 of Statute No. 7.

Note: section 6 of Statute No. 7 states:

- '(1) The Council may, by resolution:
- (a) appoint whatever Committees it considers to be appropriate to assist it in carrying out its functions;
 - (b) appoint a Council member, or any other person, to be a Committee member; and
 - (c) appoint a deputy or deputies for a Committee member.

Note: unless, in a particular case, the Council resolves otherwise, the Vice-Chancellor is a member of each Committee (see section 5(2) of Statute No. 6 – Vice-Chancellor).

- (2) A deputy may act temporarily in place of the Committee member for whom he or she was appointed as a deputy on any occasion on which, or during any period in which, the Committee member is unable to perform the functions of the position.

Notes:

- 1. Section 15(1)(a) of the Act enables the Council to delegate powers to 'a committee consisting of members appointed by the Council'.
- 2. Section 15(3) of the Act requires that '[e]ach committee appointed by the Council shall report to the Council on its activities at such times as the Council directs'.

- (2) The Vice-Chancellor's membership of Committees is dealt with in section 5(2) of Statute No. 6 – Vice Chancellor.

Note: section 5(2) of Statute No. 6 states:

The Vice-Chancellor is *ex officio* a member of:

- (a) every committee of the Council – unless the Council resolves otherwise; and
- (b) every other University committee’.

2.7 Chair and Deputy Chair

- (1) Each Committee is to have a Chair and, where appropriate, a Deputy Chair.
- (2) The Council is to appoint the Chair of each Committee.
- (3) The Deputy Chair of a Committee is to be elected by, and from, the members of the Committee.

2.8 Deputies

- (1) Provisions relating to the appointment and powers of deputies are set out in sections 6(1)(c) and 6(2) of Statute No. 7.

Note: sections 6(1)(c) and 6(2) of Statute No. 7 state:

‘6(1) The Council may, by resolution ...
(c) appoint a deputy or deputies for a Committee member’; and

‘6(2) A deputy may act temporarily or in place of the Committee member for whom he or she was appointed as a deputy on any occasion on which, or during any period in which, the Committee member is unable to perform the functions of the position’.

- (2) A member of a Committee is not eligible to be appointed as a deputy in respect of the same Committee.
- (3) Whenever a Committee member is unable to attend a Committee meeting, his or her deputy may:
 - (a) attend the meeting in place of the Committee member; and
 - (b) exercise all the rights and privileges of the Committee member.

2.9 Term of appointment

- (1) The office of a Committee member, including a Chair or Deputy Chair of a Committee, who is a Council member, becomes vacant if:
 - (a) his or her term of appointment as a Committee member, if any, expires by effluxion of time;
 - (b) he or she resigns as a member of the Committee, by notice in writing addressed and delivered to the Chancellor;
 - (c) his or her office as a Council member becomes vacant;
 - (d) he or she is not reappointed by the Council following its review of Committee memberships;

- (e) except in the case of the Chancellor, Pro-Chancellor, Vice-Chancellor or Deputy Vice-Chancellors, he or she is absent without leave of the Committee for 3 consecutive meetings of the Committee; or
 - (f) the appointment of the Committee is terminated.
- (2) The appointment of a Committee member who is not a Council member:
- (a) is to be for a specified term, which is renewable, but subject to earlier expiry under subrule (3) or (4); and
 - (b) is not to exceed, in aggregate on the same Committee, 9 years or such lesser period as may apply to a particular Committee.
- (3) The office of a Committee member, including a Deputy Chair, who is not a Council member becomes vacant if:
- (a) his or her term of appointment expires by effluxion of time;
 - (b) he or she becomes permanently incapable of performing his or her duties as a Committee member;
 - (c) he or she is an undischarged bankrupt or has his or her affairs under liquidation by arrangement with his or her creditors;
 - (d) he or she is convicted of an indictable offence;
 - (e) he or she ceases to hold any qualification required for becoming or remaining a member;
 - (f) the Council resolves, after consideration of a motion of which notice has been given in the agenda, to terminate his or her membership; or
 - (g) the appointment of the Committee is terminated.
- (4) In the absence of a Council resolution authorising another Committee to perform these functions, the Executive Committee is:
- (a) to conduct an annual review of the membership, including the Chair, of each Committee; and
 - (b) to recommend to the Council who should be appointed or reappointed to each Committee.
- (5) The Council is to determine, annually, having regard to the recommendations of the Committee referred to in subrule (4), who should be appointed or reappointed to each Committee.

2.10 Committee to report

The duty of a Committee to report to the Council is dealt with in section 15(3) of the Act.

Note: section 15(3) of the Act states:

'Each committee appointed by the Council pursuant to this section shall report to the Council on its activities at such times as the Council directs'.

PART 3- HOLDING AND CONVENING MEETINGS

3.1 Holding and convening Council meetings

- (1) The holding and convening of Council meetings is dealt with in section 11(4) and (5) of the Act.

Note: section 11(4) and (5) of the Act states:

- (4) Subject to the Statutes, the Council shall hold such meetings as are necessary for the performance of its functions.
- (5) Subject to the Statutes, the Chancellor may at any time convene a meeting of the Council and shall convene a meeting when requested in writing by the Minister to do so or when so requested by any 4 members'.

- (2) Unless the Council determines otherwise:
 - (a) it is to meet at least 6 times each year; and
 - (b) the dates and times of the Council meetings for each year are to be determined by the Council at its final meeting for the previous year.

3.2 Holding Committee meetings

Unless the Council determines otherwise, each Committee is to meet at least 4 times each year.

3.3 Notice of a meeting

The Secretary is to convene an ordinary or special meeting and is to give written notice of an adjourned meeting by giving each member, so far as practicable at least 72 hours before the meeting:

- (a) written notice of the date, time and place of the meeting;
- (b) an agenda for the meeting; and
- (c) the papers relevant for the meeting.

3.4 Agenda for a Council meeting

- (1) The content of the agenda for a Council meeting is to be determined by the Chancellor, on advice from the Council Secretary and after consultation with the Vice-Chancellor.
- (2) The Council Secretary is to prepare, for each item on the agenda, that is to be considered by the Council at its meetings, a recommendation and appropriate background documents or information to enable informed decision making by the Council.

3.5 Initiation of an item by a Council member

- (1) This rule applies to all Council members, other than the Chancellor and Vice-Chancellor.
- (2) A Council member who wishes to place an item on the agenda for a Council meeting is to notify the Chancellor, through the Council Secretary, of the proposed item.
- (3) On receiving a notification from a Council member under subrule (2):
 - (a) the Council Secretary is to refer the item, as appropriate:
 - (i) to the next meeting of the appropriate Committee; or
 - (ii) if the item is of an administrative character, to the Vice-Chancellor;
 - (b) the Council Secretary may require the Council member to provide a paper outlining the nature of the issue and the proposed course of action; and
 - (c) where the item has been referred to a Committee, the Committee may:
 - (i) decide that no further action be taken;
 - (ii) include the item, for information, in its report to the Council; or
 - (iii) make a recommendation to the Council on the matter.
- (4) The Council Secretary is to advise the Council member of what action was taken under subrule (3)(a) and the outcome of any action taken under subrule (3)(c).

3.6 Agenda for a Committee meeting

- (1) The content of the agenda for a Committee meeting is to be determined by the Chair of the Committee on advice from the Secretary.
- (2) A Committee member may apply to the Chair through the Secretary to have an item placed on the agenda provided the item is relevant to the Committee in light of the Committee's terms of reference.

3.7 Initiation of an item by Chancellor or Vice-Chancellor

- (1) The Chancellor or Vice-Chancellor may bring any matter, that is not an item on the relevant agenda but is considered by the Chancellor or Vice-Chancellor (as the case may be) to be both urgent and important to the interests of the University, to the attention of:
 - (a) the Council – at a Council meeting; or
 - (b) the relevant Committee – at or before the Committee meeting,for information or decision.
- (2) The Chair is to determine when the matter is to be dealt with at the meeting.

3.8 Items before Council to be recommended by Committee

As a general principle, but subject to the powers of the Chancellor and the Council to determine otherwise, an item requiring a decision of the Council is to be the subject of a recommendation by the relevant Committee.

PART 4– CHAIRING, QUORUM AND ATTENDANCE

Division 1 – Who presides

4.1 Chair of a Council meeting

- (1) The question of who presides at a Council meeting is dealt with in section 11(1) and (3) of the Act.

Note: section 11(1) and (3) of the Act states:

- '(1) The Chancellor shall preside at all meetings of the Council at which he is present.
- (3) At any meeting of the Council at which —
- (a) the Chancellor is not present, the Pro-Chancellor of the University shall preside at the meeting;
- (b) the Chancellor and the Pro-Chancellor of the University are not present, the members present at the meeting shall elect a member to preside at that meeting,
- and while so presiding the Pro-Chancellor of the University or the member, as the case may be, has all the powers and duties of the Chancellor'.

- (2) If, under Part 5 of these Standing Orders, the Chair declares a material personal interest and steps down, the meeting is to be chaired, during the Chair's absence, in accordance with section 11(3) of the Act as though the Chair were not present.

4.2 Chair of a Committee meeting

- (1) Where the Chancellor is a member of a Committee, the Chancellor is to preside at all meetings of that Committee, except meetings of the Audit Committee, at which he or she is present.
- (2) At an Audit Committee meeting, or at any other Committee meeting where the Chancellor is not present, the meeting is to be chaired by:
- (a) the Chair of the Committee, appointed by the Council under rule 2.7(2);
- (b) in the absence of the Chair, the Deputy Chair, elected by the Committee under rule 2.7(3); or
- (c) in the absence of both the Chair and Deputy Chair, a member elected by, and from, the members at the meeting.
- (3) If, under Part 5 of these Standing Orders, the Chair declares a material personal interest and steps down, the meeting is to be chaired, during the Chair's absence, in accordance with subrule (1) as though the Chair were not present.

Division 2 – Quorum

4.3 Quorum for a Council meeting

The quorum for a Council meeting is dealt with in section 13 and clause 5 of Schedule 1A of the Act.

Notes:

1. Section 13 of the Act states:
 - '(1) At a meeting of the Council —
 - (a) not less than one-half of the total number of members for the time being forms a quorum;
 - (b) a question arising at the meeting shall be determined by a majority of the valid votes of the members present.
 - (2) No act or thing done by the Council is invalidated, prejudiced or affected by reason of any vacancy in the membership of the Council or any failure to appoint or elect any member, or any defect in the appointment or election of any member so long as a quorum of the Council remains'.
2. Clause 5 of Schedule 1A of the Act states:

'Despite section 13(1), if a member is disqualified under clause 3 in relation to a matter, a quorum is present during the consideration of the matter if at least 9 members are present who are entitled to vote on any motion that may be moved at the meeting in relation to the matter'.
3. Clause 3 of Schedule 1A of the Act deals with a member who is disqualified as a result of having a 'material personal interest' in a matter that is being considered by the Council. The text of clause 3 is quoted in rule 5.1(1) below.

4.4 Quorum for a Committee meeting

The quorum for a Committee meeting is to be not less than one-half of the total number of members of the Committee, excluding:

- (a) any vacancy in the membership of the Committee;
- (b) any Committee member who has an approved leave of absence and in respect of whom a deputy has not been appointed by the Council (under section 6 of Statute No. 7).

4.5 Disclosure of interest – effect on quorum for a Committee meeting

If a person leaves a meeting because he or she has a material personal interest in the item before the meeting, that person is to be counted as a member but is not to be counted as present in determining whether a quorum exists in respect of that item.

4.6 Quorum not present at scheduled meeting time

In the event of a quorum not being present within 30 minutes after the scheduled commencement time for a meeting, the meeting is to be adjourned to a time and date determined by the Chair.

4.7 Quorum lost during meeting

- (1) If, at any time during a meeting, the Chair becomes aware that a quorum is not present, he or she is to suspend immediately the proceedings of the meeting for a period of 10 minutes.
- (2) If a quorum is not present at the expiry of that period, the Chair is to adjourn the meeting to a future time and date.

4.8 Names to be recorded

At any meeting:

- (a) at which there is not a quorum present; or
- (b) which is adjourned for want of a quorum,

the Secretary is to record, in the minutes, the names of the members then present.

Division 3 – Attendance

4.9 Attendance at a Council meeting

- (1) A Council meeting is not a public meeting.
- (2) Subject to these Standing Orders:
 - (a) only Council members and the Council Secretary are entitled, as of right but subject to these Standing Orders to attend and participate in a Council meeting; and
 - (b) the minute secretary is entitled to attend and perform his or her functions at a Council meeting.
- (3) A person other than a Council member or the Council Secretary may attend, or may attend and speak, at a meeting of the Council only after being invited to do so by the Council under rule 4.11, and in accordance with that invitation.

4.10 Attendance at a Committee meeting

- (1) A Committee meeting is not a public meeting.
- (2) The only people entitled, as of right but subject to these Standing Orders, to attend and participate in a Committee meeting are:
 - (a) the members of that Committee and the Secretary;
 - (b) the Chancellor – in accordance with subrule (3); and
 - (c) the Vice-Chancellor, unless specifically excluded by resolution of the Council.

- (3) Unless specifically excluded by a resolution of the Council, the Chancellor may become an *ex officio* member of a Committee by giving notice in writing to the Chair of the Committee.
- (4) A Council member who is not a member of a particular Committee:
 - (a) may, with the leave of the Chair of that Committee, attend as an observer at a meeting for which leave is given;
 - (b) may, with the leave of the Chair of that Committee, speak at that meeting; and
 - (c) is not entitled to vote on any motion before the meeting.
- (5) A person not referred to earlier in this rule may attend, or may attend and speak, at a meeting of the Committee only after being invited to do so by the Committee under rule 4.11, and in accordance with that invitation.

4.11 Attendance by others

The Chancellor (on behalf of the Council) or the Chair of the Committee (on behalf of that Committee) may:

- (a) invite any other person to attend all or part of a meeting;
- (b) give permission for the person to speak to the meeting; and
- (c) give the person access to, or copies of, whatever agenda papers or other documents or information the Council or the Committee (as the case may be) considers to be appropriate for the purpose of the person's attendance; and
- (d) ask the person to depart at the completion of an item or at any other time.

4.12 Participation by video or telephone link

- (1) The Chair of a meeting may permit a person to participate in the meeting by video or telephone link, or by other instantaneous means of communication, from a location approved by the Chair.
- (2) A person who participates in a meeting under this rule is taken to be present at the meeting for the purposes of assessing whether there is a quorum.

4.13 University security staff

The Council, a Committee or the Chair may, in consultation with the Vice-Chancellor, require the attendance, at or in connection with any meeting, of one or more members of the University security staff.

PART 5– DISCLOSURE OF MATERIAL PERSONAL INTERESTS

5.1 Duties of disclosure and participation

- (1) The duties of a member who has a material personal interest in a matter being considered or about to be considered by the Council, and related provisions, are contained in clauses 2-6 of Schedule 1A of the Act.

Notes:

1. Clauses 2-6 of Schedule 1A of the Act state:
 - ‘2. **Disclosure of interests**
 - (1) A member who has a material personal interest in a matter being considered or about to be considered by the Council must, as soon as possible after the relevant facts have come to the member’s knowledge, disclose the nature and extent of the interest at a meeting of the Council.
 - (2) A disclosure under subclause (1) is to be recorded in the minutes of the meeting.
[Clause 2 inserted by No. 8 of 2005 s. 12.]
 3. **Voting by interested members**

A member who has a material personal interest in a matter that is being considered by the Council —

 - (a) must not vote whether at a meeting or otherwise —
 - (i) on the matter; or
 - (ii) on a proposed resolution under clause 4 in respect of the matter, whether relating to that member or a different member;
 - and
 - (b) must not be present while —
 - (i) the matter; or
 - (ii) a proposed resolution of the kind referred to in paragraph (a)(ii),

is being considered at a meeting.
[Clause 3 inserted by No. 8 of 2005 s. 12.]
 4. **Clause 3 may be declared inapplicable**

Clause 3 does not apply if the Council has at any time passed a resolution that —

 - (a) specifies the member, the interest and the matter; and
 - (b) states that the members voting for the resolution are satisfied that the interest should not disqualify the member from considering or voting on the matter.
[Clause 4 inserted by No. 8 of 2005 s. 12.]
 5. **Quorum where clause 3 applies**

Despite section 13(1), if a member is disqualified under clause 3 in relation to a matter, a quorum is present during the consideration of the matter if at least 9 members are present who are entitled to vote on any motion that may be moved at the meeting in relation to the matter.
[Clause 5 inserted by No. 8 of 2005 s. 12.]
 6. **Minister may declare clauses 3 and 5 inapplicable**
 - (1) The Minister may, on the application of a member, by writing declare that clause 3 or 5 or both of them do not apply in relation to a specified matter either generally or in voting on particular resolutions.
 - (2) The Minister must cause a copy of a declaration made under subclause (1) to be laid before each House of Parliament within 14 sitting days of that House after the declaration is made.
[Clause 6 inserted by No. 8 of 2005 s. 12.]’.
2. The Council may:
 - (a) remove from office a member for breach of clause 2(1) or 3; and

- (b) suspend from office a member who is alleged to have breached clause 2(1) or 3 (see section 10AA of the Act).
- (2) The duties and other provisions of clauses 2, 3 and 4 of Schedule 1A of the Act also apply to a member or other person in respect of each Committee of which he or she is a member or an attendee, as if all references in those clauses to ‘Council’ were to be read as ‘Committee’.

5.2 Disclosing possible interests of another

- (1) A member who is aware that another member:
 - (a) has, or may have, an interest in a matter (**‘possible interest’**); or
 - (b) has not disclosed the interest,may inform the meeting of the possible interest.
- (2) If a member who is considered, under subrule (1), to have a possible interest does not accept that he or she has an interest, the Chair is to ask the meeting to decide whether the member has an interest.

5.3 Disclosure of Interests Register

- (1) As soon as practicable after the commencement of these Standing Orders, the Secretary is to establish a Disclosure of Interests Register that is to include, in relation to each disclosure of interest under this Part:
 - (a) the date that the disclosure was made;
 - (b) the name of the member making the disclosure;
 - (c) the nature and extent of the interest disclosed; and
 - (d) the item of business or matter to which the disclosure relates.
- (2) The Secretary is to maintain and keep the Disclosure of Interests Register.

PART 6– CONDUCT OF MEETINGS

Division 1 – Meeting business

6.1 Order of business

- (1) Unless otherwise resolved by the Council or a Committee (as the case may be), the order of business at any ordinary meeting is:
 - 1. declaration of opening;
 - 2. apologies, members on leave of absence and applications for leave of absence;
 - 3. disclosure of interests;

4. confirmation of minutes;
 5. business arising;
 6. other items of business (including Committee reports); and
 7. next meeting.
- (2) Where a meeting is adjourned to the next ordinary meeting, the business that was not dealt with at the earlier meeting is to be dealt with immediately after any urgent business.
- (3) At any other adjourned meeting, the only business to be dealt with is the business that was not dealt with at the earlier meeting.

6.2 Declaration of opening

The Chair is to declare the meeting open, and the time of that declaration is to be recorded in the minutes.

6.3 Apologies

A member who is not present at a meeting is to be recorded as an apology if:

- (a) he or she notified the Secretary, before the meeting, of his or her proposed non-attendance; or
- (b) another person, on behalf of the member, notifies the meeting of his or her inability to attend.

6.4 Leave of absence

- (1) A member who proposes to be absent for 2 or more consecutive meetings is to request a leave of absence.
- (2) A request for leave of absence is to be made by the member:
 - (a) orally – at an earlier meeting; or
 - (b) in writing given to the Secretary – before the first of the meetings at which the member proposes to be absent.
- (3) A request under this rule is to be taken to be approved unless the Chair or any other member requires the request to be put to a vote.

6.5 Disclosure of members' interest

Under the 'disclosure of members' interests' item, the Chair is to ask members to disclose:

- (a) at that time; or

- (b) as soon as they become aware of any material personal interest during the course of the meeting,

any material personal interest in a matter that relates to an item of business or that is, or is to be, discussed at the meeting.

Division 2 - Adjournment

6.6 Serious disorder

- (1) If, at a meeting, the Chair is of the opinion that, by reason of serious disorder or otherwise, the business of a meeting cannot effectively be continued, the Chair may adjourn the meeting for a period:
 - (a) resolved by the meeting; or
 - (b) in the absence of a resolution, as determined by the Chair.
- (2) When a meeting reconvenes after the adjournment:
 - (a) it is to decide immediately and without debate whether to proceed with the meeting and, if so, debate is to continue at the point at which the meeting was adjourned; and
 - (b) the Chair, if he or she considers that the business of the meeting cannot be effectively continued, may close the meeting.

Division 3 – Voting and rescission

6.7 Voting at a meeting

At a meeting:

- (a) a decision does not have effect unless it is made by a simple majority or, if another kind of majority is required under these Standing Orders or any other written law, by that kind of majority;
- (b) each member who is present at a meeting is entitled to one vote;
- (c) the Chair is to have a deliberative vote only; and
- (d) if the votes of members present at a meeting are equally divided, the matter is lost.

6.8 Voting procedure

- (1) The Chair, in taking the vote on any matter:
 - (a) may put the matter, first in the affirmative, and then in the negative;

- (b) may put the matter in this way as often as may be necessary to enable him or her to determine whether the affirmative or the negative has the Majority of votes;
 - (c) may, subject to subrules (2) and (3), accept a vote on the voices or may require a show of hands; and
 - (d) is to declare the result.
- (2) Subject to subrule (3), if a member calls for a show of hands, the result of a vote is to be determined on the count of raised hands.
- (3) Voting by a secret ballot is to be conducted for:
- (a) the election of the Chancellor, Pro-Chancellor or the Deputy Chair of a Committee; and
 - (b) for any other matter, as determined by the meeting.

6.9 Recording of votes

If a member of the Council or a Committee requests immediately after a vote has been taken, that his or her vote be recorded, the Chair is to cause the vote to be recorded in the minutes.

6.10 Rescinding a decision

A resolution may be rescinded later in the meeting at which the resolution was made, but is not to be rescinded at a later meeting unless notice of the intention to propose such rescission is placed on the agenda of the meeting.

PART 7– MINUTES AND RECORDING OF MEETINGS

7.1 Secretary to keep minutes

The Secretary is responsible for keeping minutes of each meeting.

7.2 Content of minutes

The minutes of each meeting are to record:

- (a) the time that the meeting was opened;
- (b) the names of those in attendance at the meeting;
- (c) the apologies received;
- (d) leave of absences;
- (e) where a member joins the meeting after its commencement or leaves before its closure:
 - (i) the time or times that the member joined or left the meeting; and

- (ii) the items for which the member was present or not present;
- (f) disclosure of members' interests and the action taken by the meeting in relation to each disclosure of interest;
- (g) each motion and amendment and whether it was carried or defeated and, if carried, the terms of the resolution;
- (h) summary of discussion;
- (i) date and time of the next meeting; and
- (j) the time that the meeting was closed.

7.3 Unconfirmed and confirmed minutes

- (1) The Secretary is to forward the initial draft minutes of the meeting to the Chair of that meeting.
- (2) Copies of draft minutes that have been approved by the Chair ('**unconfirmed minutes**') are to be given to each member as soon as practicable.
- (3) The next meeting is to:
 - (a) consider and determine the amendments, if any, that should be made to the unconfirmed minutes; and
 - (b) confirm the minutes, as amended.
- (4) The confirmed minutes are to be signed and dated by the Chair as a true record of the proceedings.

7.4 Use of recording equipment

- (1) Subject to this rule, no one is to use any audio, visual, electronic or other recording device to record all or part of a meeting.
- (2) The Secretary may use a recording device for the purpose of compiling the minutes of a meeting.
- (3) Having regard to, and subject to, the views of the meeting, the Chair may give permission for a person to use a recording device to record all or part of that meeting.
- (4) Where permission is given by the Chair under subrule (3), the Chair is to advise the meeting, immediately before the recording is commenced, that permission has been given and is to specify details of that part of the meeting that is to be recorded.

PART 8- CIRCULAR RESOLUTIONS

8.1 Decision may be made outside a meeting

In urgent or exceptional circumstances, a decision may be made by the Council or a Committee outside a meeting by way of a circular resolution in accordance with this Part.

8.2 Materials to be given to members

With the approval of the Chair, each member is to be given, at the same time, or as nearly as practicable at the same time:

- (a) the proposed resolution and any additional background information that is necessary to explain the source of, and the issues relating to, the proposed resolution; and
- (b) written notice of the date and time of the deadline for consideration and determination of the matter ('**deadline**') – being between 2 and 5 days from the date that the materials referred to in paragraph (a) were given to the members.

8.3 Voting

- (1) A member who has an interest in a matter, as defined in rule 5.1, is to advise the Secretary, in writing before the deadline, of the nature of the interest.
- (2) A member who is entitled to vote, and who wishes to vote, on the proposed resolution is to give the Secretary written notice of his or her vote.
- (3) If, before the deadline:
 - (a) in the case of a proposed resolution before the Council – 4 members give written notice to the Secretary that the matter should be held over to the next meeting; or
 - (b) in the case of a Committee – not less than 20% of the total number of members (excluding any unfilled vacancies) of the Committee give written notice to the Secretary that the matter should be held over to the next meeting,the matter is to be held over to the next meeting.
- (4) Subject to subrule (3), if, before the deadline, an Absolute Majority of members vote in favour of the proposed resolution, then the proposed resolution:
 - (a) is taken to be carried; and
 - (b) is taken, for all purposes, to be a decision of the Council or the Committee, as the case may be.

8.4 Notice of outcome

The Secretary is to advise all members of the outcome of the matter as soon as possible.

8.5 Minutes

- (1) The minutes relating to a matter considered in this Part are to record:
 - (a) the date that the materials referred to in rule 8.2 were given to members;
 - (b) the names of the members to whom the materials were given;
 - (c) the deadline;
 - (d) the names of the members who voted or who responded to the Secretary in relation to the matter;
 - (e) any disclosure of interests and the action taken in relation to each disclosure of interest;
 - (f) the decision in relation to the proposed resolution; and
 - (g) if the proposed resolution is carried, the date on which it was carried.
- (2) Draft minutes are to be circulated and confirmed in accordance with the provisions of rule 7.3.

PART 9– MISCELLANEOUS

9.1 Suspension of Standing Orders

- (1) A member may, at any time, move that the operation of one or more of the provisions of these Standing Orders be suspended.
- (2) A member moving a motion under subrule (1) is to state the reasons for the motion, but no other discussion is to take place.
- (3) A motion under subrule (1) which is:
 - (a) seconded; and
 - (b) carried by an Absolute Majority,

is to suspend the operation of the provision or provisions to which the motion relates for the duration of the meeting, unless the meeting earlier resolves otherwise.

9.2 Confidentiality

- (1) In this Rule:
 - (a) ‘**Confidential Information**’ includes information, in any form:
 - (i) in respect of which the University may have an exemption for access under the *Freedom of Information Act 1992*;
 - (ii) that is included in a document that is marked ‘confidential’, ‘restricted access’ or a similar expression;

- (iii) that relates to, or is used or intended to be used in, a forum (such as a Council or Committee meeting or commercial negotiations) to which the public do not have access; or
 - (iv) that relates to, or is used or intended to be used, for purposes (such as human resources or management) that are confidential or sensitive to the University; and
- (b) ‘**Authorised Disclosure**’ means copying, publishing or disclosing Confidential Information by a person:
- (i) for the purpose of carrying out his or her functions on behalf of the University;
 - (ii) for the purpose of enabling another authorised person to carry out his or her functions on behalf of the University; or
 - (iii) in accordance with an obligation imposed on that person, or any right or authority conferred on that person, under a written law.
- (2) A member or other person who is given, or who otherwise obtains access to, Confidential Information:
- (a) must not make copies of, publish or disclose that information unless it is an Authorised Disclosure; and
 - (b) must take whatever measures are necessary to protect the Confidential Information from copying, publication or disclosure that is not an Authorised Disclosure.

REVISION HISTORY:

Revision Ref. No.	Approved/ Rescinded	Date	Committee/ Board	Resolution Number	Document Reference	Effective Date
Rules	Approved	09/05/2007	Council	C 50/07	00461/07	23/08/2007

