

ADULTHOOD CHANGING THE S
RULES

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2. Definitions

In the Rules the following definitions apply:

- a) "Association" means the Association referred to in Rule 1.1.
- c) "The Bill" means the Bill of Rights and Freedoms referred to in Rule 1.1.
- d) "The Act" means the Act of Incorporation Act 1999.
- e) "The U" means the University of Adelaide.

3. Objects

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- g) Give such security for the discharge of liabilities incurred by the Association as it thinks fit; and
- h) Appoint agents to transact any business of the Association on its behalf; and
- i) Enter into any other contract it considers necessary or desirable.

5. Income and Property

- a) Income and property of the Association shall be applied solely to the promotion of the objects of the Association and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Board
- b) Rule 5 (a) does not apply:
 - (i) To payment in good faith of remuneration ~~to any~~ employee, agent or other person in return for services actually rendered: or
 - (ii) To the repayment of ~~of~~ pocket expenses incurred by any Board member or authorised person on behalf of the Association.

6. Board of Management

- a) The affairs of the Association shall be managed and controlled exclusively by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association.
- b) The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- c) The Board shall consist of
 - (i) a Chairperson who is not in the employ or a student of the University of Adelaide, who is not a parent user of a centre managed by the Association, and who is appointed by the Council of the University of Adelaide;
 - (ii) two persons nominated by the Chief Operating Officer and Director Infrastructure of the University, one of whom must have financial/accounting skills;
 - (iii) one parent representative ~~for each~~ campus of the University of Adelaide which has a child care centre managed by the Association, that representative to be selected according to ~~process~~ ~~as~~ determined by the Board;
 - (iv) The Director of each Centre (ex officio)

- d) No member receiving a remuneration from the Association other than solely in the capacity as a sitting member of the Board, if appropriate, shall be eligible for appointment to the Board.
- e) The term of office of Board members appointed (i) and (ii) shall be three years. The term of office for members appointed (i) and (ii) shall be two years.
- f) The Treasurer, Secretary and Public Officer shall be elected by the Board.
- g) When a vacancy occurs within the meaning of Rule 6, the vacancy is to be filled as set out in Rule 7 with the term of office as set out in Rule 6 (c)
- h) Members can be reappointed for a further term

7. Standing Committees

The Board may appoint standing committees.

8. Vacancy in membership of the Board

A casual vacancy occurs in the Board if a Board member:

- a) dies;
- b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chancellor of the University of Adelaide;
- c) is convicted of an offence under the Act by a court of competent jurisdiction;
- d) is absent for more than:
 - i) Three consecutive board meetings without seeking leave of absence; or
 - ii) Three board meetings in the same financial year of which he or she has received notice without tendering an apology to the person presiding at each of those board meetings.

9. Meetings of the Board

- a) The Board shall meet as and when the occasion requires but not less than four times per year.
- b) A quorum at any Board meeting shall be four.
- c) The Chairperson shall chair all Board meetings but if he or she is unable to act, a person shall be elected at the meeting to act as Chairperson of the meeting.
- d) Questions arising at a Board meeting shall be decided by a majority of votes but if there is an equality of votes the person chairing the Board meeting shall have a casting vote in addition to a deliberative vote.
- e) Extraordinary meetings of the Board shall be convened by the Public Officer at the request of the Chairperson or at least three members of the Board.

- f) A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, ~~and shall~~ not respect to that contract.

10. Minutes

Minutes of all meetings of the Board shall be recorded and approved by the Board at its next

16 Dissolution

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