

LEGISLATIVE ASSEMBLY

Read 1° 30 October 1985

(Brought in by Mr Cathie and Mr Fordham)

A BILL

to amend generally the *Melbourne University Act 1958* and for other purposes.

Melbourne University (Amendment) Act 1985

The Parliament of Victoria enacts as follows:

Purpose.

1. The purpose of this Act is to authorize the University of Melbourne to enter into certain commercial ventures and to amend the
5 *Melbourne University Act 1958*.

Commencement.

2. Except as provided in section 11, this Act comes into operation on the twenty-eighth day after the day on which it receives the Royal Assent.

10 Principal Act.

3. In this Act, the *Melbourne University Act 1958* is called the Principal Act.

Principal Act No.
6405.
Reprinted to No.
9123.
Subsequently
amended by Nos.
9212, 9427,
9576, 9619, 9711
and 9761.

Amendment of interpretation provisions.

4. Section 3 of the Principal Act is amended as follows:

- (a) In the interpretations of "Graduate student" and "Undergraduate student" the words "who has matriculated and" are repealed; and
- (b) In the interpretation of "Head of an affiliated college" for the word "Queens' " there is substituted the word "Queen's".

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Member appointed by Minister.

5. (1) In section 5 (1) (*fa*) of the Principal Act, for the words "deputy for the Director-General" there are substituted the words "senior officer of the Department of Education".

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(2) Section 6 of the Principal Act is amended as follows:

- (a) After paragraph (a) of the proviso the following paragraph is inserted:
 "(ab) any member of the council appointed by the Minister may be removed by the Minister;"
- (b) At the end of paragraph (d) the word "and" is repealed.

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(3) Notwithstanding section 6 of the Principal Act, the term of office of the member of the council appointed under section 5 (1) (*fa*) of the Principal Act on 9 February 1982 expires on 31 December 1985.

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Amendment of council's power to legislate.

6. For section 17 (*q*) of the Principal Act there are substituted the following paragraphs:

- "(q) research, development, consultancy and other services undertaken by the University for commercial organizations, public bodies or individuals;
- (r) recognition of institutions or bodies at which—
 - (i) work is undertaken by undergraduate students or postgraduate students of the University for the purpose of satisfaction of degree requirements of the University;
 - (ii) research is or may be undertaken by teaching staff of the University;
- (s) teaching, research and continuing education projects within and outside Victoria undertaken by the University jointly with commercial organizations, public bodies or individuals;
- (t) any other matter in relation to which—
 - (i) the council may by virtue of another provision of this Act make statutes or regulations; or
 - (ii) it is necessary or expedient to make statutes or regulations for the good government of the University or for the management of its affairs."

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Amendment of provisions relating to convocation.

7. (1) For the heading preceding section 21 of the Principal Act there is substituted the following heading and section:

“Division 3—Convocation and its Committee”

5 Convocation.

“20A. Convocation consists of all graduates.”.

(2) Section 21 of the Principal Act is amended as follows:

(a) For paragraph (a) there is substituted the following paragraph:

10 “(a) shall every two years elect, in accordance with standing orders of convocation, one of its members to be president;”;

(b) In paragraph (d) for the words “they think” there are substituted the words “it thinks”;

15 (c) In paragraph (e) for the words “the proceedings of the meetings of the graduates and of the proceedings of the graduate committee and for the election of the president” there are substituted the words “its proceedings and of the proceedings of the committee of convocation and for the
20 election of the president and deputy president”.

Amendment of provisions relating to committee of convocation.

8. (1) Section 23 of the Principal Act is amended as follows:

(a) For the part of section 23 (1) commencing with the words “There shall be a committee” and ending with the words “who are such graduates.” there are substituted the following
25 words:

“There shall be a committee of convocation (hereinafter referred to as “the committee”) consisting of the president of convocation *ex officio* and not less than 40 other persons who are members of convocation:”

(b) For paragraph (c) of the proviso to sub-section (10) there is substituted the following paragraph:

“(c) in the case of—

35 (i) any casual vacancy however occurring in the office of an elected member of the committee, the vacancy shall be filled by the election by a majority of the remaining members of the committee of a member of the committee representing the same class or group of classes of graduates; or

40 (ii) any casual vacancy in the office of president of convocation, the vacancy shall be filled by the

- election by a majority of the members of the committee of a member of the committee—
and the person elected in each case shall be entitled to hold office during the residue of the term of office of the person replaced; and”;
- (c) In paragraph (d) of the proviso to sub-section (10) after the word “members” (where second occurring) there are inserted the words “of the committee”.
- (2) In section 24 of the Principal Act—
- (a) after sub-section (2) there shall be inserted the following sub-section:
- “(2A) The committee shall whenever a vacancy occurs elect, in accordance with the standing orders of convocation, one of the members of the committee to be deputy president of the committee for such period as the committee determines.”; and
- (b) in sub-section (3) after the word “absence” there shall be inserted the words “the deputy president or, in the absence of the president and the deputy president”.
- Formation of companies.**
9. After section 40 of the Principal Act there is inserted the following sections:
- Formation of and participation in limited companies in Victoria.**
- ‘40A (1) If, in the opinion of the council, the management or conduct of the affairs or concerns of the University requires the University so to do, the University may—
- (a) be a member of a limited company; or
- (b) form, or participate in the formation of, a limited company—
- the objects or purposes of which include one or more of the following objects or purposes:
- (c) Providing facilities or services for study, research and education;
- (d) Undertaking research, development, consultancy or other services for commercial organizations, public bodies or individuals;
- (e) Aiding or engaging in the development or promotion of university research or the application or use of the results of such research;
- (f) Preparing, publishing, distributing or licensing the use of literary or artistic work, audio or audio-visual material or computer software;

(g) Seeking or encouraging gifts to the University or for University purposes;

(h) Promoting or assisting drama, music, or the visual arts.

5 (2) The University shall not, under sub-section (1), form, participate in the formation of or be a member of, a limited company unless the memorandum or articles of association of the limited company provides that—

10 (a) the company shall not alter the memorandum or articles of association of the limited company unless the council has by resolution authorized the alteration; and

15 (b) the company shall, where its total annual income exceeds, or may reasonably be expected to exceed, \$100 000, cause a report by a registered company auditor on the accounts of the company to be made every twelve months and to be submitted to the council within three months after the end of each twelve month period to which the report relates.

(3) Where, under sub-section (1)—

20 (a) the University forms, participates in the formation of or is a member of, a limited company; and

(b) the University has a controlling interest in that company—
the University shall—

25 (c) include in its annual report a copy of the accounts of the limited company in respect of the financial year ending during the period to which the University's annual report relates; and

30 (d) within 14 days of lodging any report, statement or return in respect of the limited company with the National Companies and Securities Commission under the *Companies (Victoria) Code*, submit a copy of the report, statement or return to the Treasurer.

(4) For the purposes of sub-section (3), the University has a controlling interest in a company where the University is, within the meaning of the *Companies (Victoria) Code* as varied by sub-section (5), a substantial shareholder in that company.

35 (5) For the purposes of determining whether the University is a substantial shareholder in a company, the provisions of the *Companies (Victoria) Code* shall apply as if a reference in section 136 (9) of the *Companies (Victoria) Code* to the prescribed percentage were a reference to 50 per centum.

40 (6) Where the University forms, participates in the formation of or is a member of, a limited company to which sub-section (3) applies, the accounts of the limited company shall be audited annually by the Auditor-General.

(7) The requirements of sub-section (6) are in addition to the requirements of the *Companies (Victoria) Code*.

(8) The University shall pay to the Consolidated Fund an amount to be determined by the Auditor-General to defray the costs and expenses of an audit under this section. 5

(9) The following provisions shall apply to the annual audit under sub-section (6):

(a) The Auditor-General shall have with respect to the accounts of the limited company all the powers conferred on the Auditor-General by any law relating to the auditing of public accounts; 10

(b) The limited company shall within three months after the thirty-first day of December in every year cause its accounts to be balanced to that date and a statement of accounts to be prepared and submitted to the Auditor-General; 15

(c) The statement of accounts shall be prepared in the manner and in the form approved by the Treasurer and shall present fairly the financial transactions of the limited company during the year and the financial position of the limited company at the end of the year; 20

(d) The Auditor-General shall forward to the Treasurer a copy of the audited annual accounts.

(10) Without limiting the generality of the powers conferred on the Auditor-General by sub-section (9) the Auditor-General personally or by the Auditor-General's officers— 25

(a) shall have the right of access at all times to the books securities accounts and vouchers of the limited company; and

(b) shall be entitled to require from the officers servants and employees of the limited company such information assistance and explanations as are necessary for the performance of the Auditor-General's duties. 30

(11) Sub-sections (6), (8) and (10) shall not apply to a limited company of which the University has ceased to be a member before the last preceding annual audit. 35

(12) In this section "**limited company**" has the same meaning as in the *Companies (Victoria) Code*.'.

Formation of and participation in companies, joint ventures etc.

"40B. (1) If, in the opinion of the council and the Minister, the management or conduct of the affairs or concerns of the University requires the University so to do, the University may, subject to such terms and conditions as the Minister determines after consultation with the Treasurer— 40

- (a) be a member of a company, association or partnership;
- (b) form, or participate in the formation of, a company, association or partnership; or
- (c) enter into a joint venture with another person or persons—
- 5 the objects or purposes of which include one or more of the following objects or purposes:
- (d) Providing facilities and services for study, research and education;
- 10 (e) Undertaking research, development, consultancy and other services for commercial organizations, public bodies or individuals;
- (f) Aiding and engaging in the development and promotion of university research and the application and use of the results of such research;
- 15 (g) Preparing, publishing, distributing or licensing the use of literary or artistic work, audio or audio-visual material or computer software;
- (h) Seeking or encouraging gifts to the University or for University purposes;
- 20 (i) Promoting or assisting drama, music, or the visual arts.

(2) In this section a reference to a company, association, partnership or joint venture includes a reference to a company, association, partnership or joint venture formed or entered into whether in or outside Victoria but does not include a reference to a limited company within the meaning of the *Companies (Victoria) Code* or any other company, association, partnership or joint venture formed or entered into, or that could have been formed or entered into, by the University before the commencement of section 9 of the *Melbourne University (Amendment) Act 1985* under and in accordance with this Act as in

25 force before the commencement.”.

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Consequential and minor amendments.

10. The Principal Act is amended as follows:

- (a) In section 1, all words and expressions after the words “*Government Gazette*” are repealed;
- 35 (b) In sections 5 (1) (b), 21, 22, 23 (2) (a), 23 (8) and 23 (10), in paragraph (a) of the proviso to section 23 (10), and in sections 25 (d), 26 (1), 26 (3) and 27, for the words “the graduates of the University” there is substituted the word “convocation”;
- 40 (c) In sections 5 (1) (b), 7 (2), 7D (1), in paragraph (a) of the proviso to section 10 (4), and in sections 21 (c) and 21 (d), for the words “the graduates” there is substituted the word “convocation”;

- (d) In paragraph (a) of the proviso to section 10 (4), and in sections 26 and 30 (1), for the words “graduate committee” (wherever occurring) there are substituted the words “committee of convocation”;
- (e) In section 22 for the words “graduates present” there are substituted the words “members of convocation present”. 5
- (f) In the proviso to section 23 (1), and in sections 23 (2) (a), 23 (4) (a), 23 (4A), 23 (6), 23 (8), 23 (9), 23 (10), in paragraphs (a) and (b) of the proviso to section 23 (10), and in sections 24 (1), 24 (2), 24 (3), 25, 25 (b), 27, and in the proviso to section 30, for the words “graduate committee” (wherever occurring) there is substituted the word “committee”; 10
- (g) In section 24 (1) for the words “graduates of the University” there is substituted the word “convocation”.
- (h) In section 27 for the words ‘ “graduates of the University” ’ there is substituted the word ‘ “convocation” ’. 15
- (i) Section 30 (3) is amended as follows:
- (i) For the words “graduate committee” (where first occurring) there are substituted the words “committee of convocation”; 20
- (ii) For the words “graduate committee” (where second and third occurring) there is substituted the word “committee”;
- (j) In section 32 for the word “Revenue” there is substituted the word “Fund”; 25
- (k) In section 41 (3) (b) for the word “Revenue” there is substituted the word “Fund”.

Correction of minor errors.

No. 9619.

11. (1) The *Melbourne University (Amendment) Act 1981* is amended as follows: 30
- (a) In section 2 (2) for the expression ‘ “undergraduate” (wherever occurring) ’ there is substituted the expression ‘ “undergraduates” (wherever occurring) ’;
- (b) In section 5 (c) after the words “save as is” there is inserted the word “otherwise”; and 35
- (c) In section 13 (b) for the word “meeting” there is substituted the word “meetings”.
- (2) This section shall be deemed to have come into operation on 18 December 1981. 40