

South Australia

Adelaide University Act 2023

An Act to establish Adelaide University as a new university that has global standing by combining The University of Adelaide and the University of South Australia, to repeal the *University of Adelaide Act 1971* and the *University of South Australia Act 1990*, to make related amendments to other Acts, and for other purposes.

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Legislative history

The Parliament of South Australia enacts as follows:

Part 1—Preliminary

1—Short title

This Act may be cited as the *Adelaide University Act 2023*.

2—Commencement

- (1) This Act comes into operation on a day to be fixed by proclamation.
- (2) Section 27(6) of the *Legislation Interpretation Act 2021* does not apply to this Act.

3—Object

- (1) The object of this Act is to provide for a leading, contemporary and comprehensive university of global standing that is dedicated to—
 - (a) the advancement of learning and knowledge; and
 - (b) contributing to the prosperity, wellbeing and cohesion of society.
- (2) The new university will be established by combining The University of Adelaide and the University of South Australia and setting a future that builds on the rich history, experience, knowledge, expertise and resources of these 2 universities.

4—Interpretation

In this Act—

Academic Board means the body established by the Council under Part 3 Division 5;

academic staff means the employees of the University classified by the Council as members of the academic staff;

Chancellor—see section 19;

Council means the Council of Adelaide University established under Part 3;

Deputy Chancellor—see section 19;

graduate means a person on whom the University has conferred an academic award, including an honorary award and an award conferred jointly with another body;

logo means a design (the copyright of which is vested in the University) declared under this Act to be a logo;

official insignia means a logo, an official symbol or an official title;

official symbol means a combination of a logo and an official title;

official title means a name or title declared under this Act to be an official title;

postgraduate student means a student enrolled at the University in a postgraduate program;

Pro-Chancellor—see section 19;

professional staff means the employees of the University classified by the Council as members of the professional staff;

staff member means a member of the academic staff or the professional staff;

student means—

- (a) an undergraduate student; or
- (b) a postgraduate student; or
- (c) any other person enrolled as a student of the University;

undergraduate student means a student enrolled at the University in an undergraduate program;

University means Adelaide University established under section 5;

University grounds means all land, buildings, structures and facilities owned or occupied by the University or of which the University has the care, control and management;

Vice Chancellor—see section 29.

Part 2—The University

Division 1—Establishment, functions and powers

5—Establishment

Adelaide University is established.

6—Body corporate features

- (1) The University is a body corporate with perpetual succession and a common seal and is invested with full juristic capacity and unfettered discretion, subject to the laws of this State, to conduct its affairs in the manner it thinks fit.
- (2) The University may exercise its powers within or outside the State (including outside Australia).
- (3) The University is not an instrumentality or agency of the Crown.

7—Functions

- (1) The functions of the University are as follows:
 - (a) to preserve, extend and disseminate knowledge at the tertiary level through teaching, research, scholarship, innovation, consultancy or other means;
 - (b) without limiting paragraph (a), to undertake and support teaching, research, scholarship, innovation, consultancy and education of international standard, and to apply these matters to the advancement and application of knowledge—
 - (i) for the benefit and wellbeing of regional, State, national and international communities; and
 - (ii) for the benefit of industry, business, the professions and government;
 - (c) to engage with Aboriginal and Torres Strait Islander peoples to provide such tertiary education programs as the University thinks appropriate to meet the needs of Aboriginal and Torres Strait Islander peoples;
 - (d) to provide such tertiary education programs as the University thinks appropriate to meet the needs of people within the community that the University considers—
 - (i) have experienced disadvantages in education or in access to education; or
 - (ii) to be under-represented in education;

- (e) to serve the South Australian, Australian and international communities, and the public interest, by—
 - (i) enriching the diverse cultural life of the community; and
 - (ii) elevating public awareness of educational, scientific, social and artistic developments; and
 - (iii) championing free enquiry and intellectual discourse within the University and in wider society;
 - (f) to foster and further an active, inclusive and culturally safe environment within the University;
 - (g) to commercialise, or translate to beneficial use, the results and outcomes of its work in research;
 - (h) to support and contribute to the realisation of South Australian economic development priorities;
 - (i) to establish and provide educational and other facilities as the University thinks appropriate;
 - (j) to perform other functions that support or enhance, or are ancillary or incidental to, the objects of this Act or a function referred to in a preceding paragraph.
- (2) The University should, in the performance of its functions—
- (a) focus on excellence, equitable opportunity and innovation in university education; and
 - (b) be relevant, contemporary and informed by the highest standards in teaching and research, and by the needs of its students; and
 - (c) conduct outstanding research of scale and focus; and
 - (d) encourage the commercialisation and application of its research, and entrepreneurship, for wider societal benefit; and
 - (e) encourage integrity in the conduct of its operations; and
 - (f) support the protection of the environment and seek to adopt policies and practices that promote sustainability in its activities and undertakings; and
 - (g) focus on the success and impact of its students, staff and alumni; and
 - (h) work to underpin the future employment of its graduates; and
 - (i) address the skill needs of the modern workforce; and
 - (j) engage with the communities that it serves.
- (3) The University should use its expertise and resources to engage Aboriginal and Torres Strait Islander peoples in its teaching, research and advancement of knowledge activities so as to contribute to—
- (a) realising the aspirations of Aboriginal and Torres Strait Islander peoples; and
 - (b) recognising and valuing the ancient and rich cultural heritage and knowledge systems of Aboriginal and Torres Strait Islander peoples.

8—General powers

- (1) The University has the power to do anything necessary, convenient or incidental to, or in connection with, the performance of its functions under this Act.
- (2) Without limiting subsection (1), the University—
 - (a) is capable of suing and being sued; and
 - (b) is capable of holding, acquiring, dealing with and disposing of real and personal property; and
 - (c) is capable of acquiring or incurring other assets, rights or liabilities; and
 - (d) is able to enter into contracts and arrangements; and
 - (e) is able to employ staff and engage other persons; and
 - (f) is able to promote the formation of a company under the *Corporations Act 2001* of the Commonwealth and to hold shares or other interests in any body corporate; and
 - (g) is able to enter into partnerships and participate in joint ventures and arrangements for the sharing of profits; and
 - (h) is able to participate in any commercial or business activity; and
 - (i) is capable of administering any property on trust or accepting gifts (and, if any gift is affected by a trust, is empowered to carry out the terms of the trust).
- (3) The University must not alienate (except by way of lease for a term not exceeding 21 years), mortgage or charge land vested in or conveyed to the University on trust except with, and in accordance with any terms or conditions of, an approval given by the Governor.
- (4) To avoid doubt, subsection (3) does not confer any power to alienate land contrary to the terms of a trust relating to the land.

9—Awards

- (1) The University—
 - (a) may confer awards on those persons who have attained the standards approved by the University; and
 - (b) may confer honorary awards on persons who the University thinks merit special recognition by the University; and
 - (c) may, for any reason the University thinks fit—
 - (i) require or permit a graduate of the University to surrender an award previously conferred on the graduate by the University; or
 - (ii) rescind an award previously conferred by the University.
- (2) The power of the University to confer awards under subsection (1) includes the power to confer awards jointly with another university or another body that is, in the opinion of the University, an appropriate body to join the University in the conferral of joint awards.

10—Internal organisation of University

The University will establish a structure for its different areas of learning, research and support operations (which may be varied from time to time by the University).

11—Student associations

- (1) The Council may approve the formation of any association of students that is to be formed for the purpose of promoting the interests of students.
- (2) Such an association of students cannot adopt a constitution or rules, or alter its constitution or rules, unless the proposed constitution or rules, or the proposed alteration, has been approved by the Council.

Division 2—Official titles and proprietary interests

12—Declaration of logo and official titles

- (1) The University may, by notice in the Gazette, declare a design to be a logo in respect of the University.
- (2) *Adelaide University* is declared to be an official title.
- (3) The University will also have a name in a relevant Aboriginal language declared to be an official title by the University by notice in the Gazette.
- (4) The University may, by notice in the Gazette, declare any other name or title to be an official title in respect of the University.

13—Protection of proprietary interests

- (1) The University has a proprietary interest in all official insignia.
- (2) A person must not, without the consent of the University, in the course of a trade or business—
 - (a) use official insignia for the purpose of promoting the sale of goods or services or the provision of any benefits; or
 - (b) sell goods marked with official insignia; or
 - (c) use official insignia for any other purpose.

Maximum penalty: \$50 000.

- (3) A person must not, without the consent of the University, assume a name or description that consists of, or includes, official insignia.
Maximum penalty: \$50 000.
- (4) A consent under this section—
 - (a) may be given with or without conditions (including conditions requiring payment to the University); and
 - (b) must be given in writing addressed to the applicant for the consent; and
 - (c) may be revoked by the University for a breach of a condition by notice in writing given to a person who has the benefit of the consent.
- (5) The Supreme Court may, on the application of the University, grant an injunction to restrain a breach of this section.

- (6) The court by which a person is convicted of an offence against this section may, on the application of the University, order the convicted person to pay compensation of an amount fixed by the court to the University.
- (7) Subsections (5) and (6) do not derogate from any civil remedy that may be available to the University apart from those subsections.

Part 3—Administration of University

Division 1—The Council

14—Establishment and responsibilities

- (1) The Council of Adelaide University is established.
- (2) The Council is the governing body of the University.
- (3) The Council has the following primary responsibilities:
 - (a) to appoint the Vice Chancellor as the principal academic and chief executive officer of the University, and to monitor the performance of the Vice Chancellor;
 - (b) to approve the mission and strategic direction of the University, as well as the annual budget and business plan;
 - (c) to oversee and monitor the academic activities of the University;
 - (d) to establish policies and procedures in connection with the governance, operation and administration of the University;
 - (e) to oversee and review the management of the University and its performance;
 - (f) to approve and monitor systems of control and accountability, including general overview of any entities controlled by the University (within the meaning of section 50AA of the *Corporations Act 2001* of the Commonwealth);
 - (g) to oversee and monitor the assessment and management of risk across the University.
- (4) The Council must in all matters endeavour to advance the interests of the University.

15—Powers

- (1) The Council has the power to do anything necessary, convenient or incidental to, or in connection with, the performance of its function as the governing body of the University.
- (2) Without limiting subsection (1), the Council may—
 - (a) set fees in relation to anything done by the University, and provide for the collection and waiver of fees; and
 - (b) approve and enforce policies in relation to anything associated with the University; and
 - (c) without limiting paragraph (b), approve and enforce policies in connection with discipline and other standards within the University, including—

- (i) to provide for academic and other boards and committees; and
 - (ii) to provide for related processes and procedures; and
 - (iii) to confer powers of reprimand, suspension and expulsion; and
 - (iv) to impose monetary penalties; and
 - (v) to make other provision in relation to the enforcement of a policy.
- (3) This section does not limit the ability of the Council to make and enforce statutes under this Act.

16—Constitution of Council

- (1) The Council will consist of the following members:
- (a) the Chancellor (ex officio);
 - (b) the Vice Chancellor (ex officio);
 - (c) the Chair of the Academic Board who will be a member of the Council (ex officio) or, if the Vice Chancellor is the Chair of the Academic Board, a member of the Academic Board elected by the Academic Board (but that person may not be a current student);
 - (d) up to 8 persons appointed by the Council on the recommendation of a selection committee under subsection (2);
 - (e) 1 member of the academic staff, elected by the academic staff;
 - (f) 1 member of the professional staff, elected by the professional staff;
 - (g) 1 person appointed by the Council being a member of staff who is an Aboriginal or Torres Strait Islander person;
 - (h) 1 postgraduate student, appointed or elected in a manner determined by the Council;
 - (i) 1 undergraduate student, appointed or elected in a manner determined by the Council.
- (2) For the purposes of subsection (1)(d)—
- (a) the Council will establish a selection committee as required from time to time; and
 - (b) the selection committee will be constituted by the Chancellor and up to 6 other persons appointed by the Council in accordance with terms of reference for the committee.
- (3) If a person is to be appointed to the Council under subsection (1)(d), the selection committee must recognise that the Council should, as far as practicable—
- (a) have gender balance and diversity of experience in its membership; and
 - (b) be constituted by people who—
 - (i) have a commitment to education and, in particular, higher education; and

- (ii) have an understanding of, and commitment to, the principles of equal opportunity and social justice and, in particular, access and equity in education.
- (4) Of the members appointed under subsection (1)(d)—
 - (a) at least 2 must have financial management experience; and
 - (b) at least 1 must have commercial expertise (demonstrated by relevant qualifications or relevant experience at a senior level); and
 - (c) at least 1 must have expertise in higher education.
 - (5) A current staff member or current student of the University is not eligible to be appointed under subsection (1)(d).
 - (6) A selection committee established under this section cannot recommend 1 of their number for appointment to the Council.

17—Term of office

- (1) A member appointed to the Council by the Council will be appointed for a term that is not less than 2 years and not more than 4 years to be determined—
 - (a) in the case of a member appointed on the recommendation of a selection committee under section 16(1)(d)—by that selection committee; and
 - (b) in the case of a member appointed by the Council under section 16(1)(g)—by the Council.
- (2) A staff member elected to the Council will be elected for a term of 2 years.
- (3) A student of the University appointed or elected to the Council will be appointed or elected for a term of up to 2 years.
- (4) A member appointed or elected to the Council is, at the expiration of a term of office, eligible for reappointment or re-election.
- (5) Despite any other provision, a person may not, except by resolution of the Council, be appointed or elected as a member of the Council if the appointment or election (as the case requires) would result in the person being a member of the Council for more than 12 years (recognising that this does not apply to the Vice Chancellor or to the Chair of the Academic Board).

18—Casual vacancies

- (1) The Council may remove an appointed or elected member of the Council from office for—
 - (a) failure or incapacity to carry out official duties satisfactorily; or
 - (b) failure, without reasonable excuse, to comply with the Council's requirements in relation to attendance at Council meetings; or
 - (c) conviction of an indictable offence; or
 - (d) breach of any code of conduct of the University that applies to members of the Council; or
 - (e) serious misconduct.

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- (2) A member of the Council may only be removed under subsection (1) by resolution passed by at least a two-thirds majority of the members of the Council.
 - (3) The office of an appointed or elected member of the Council becomes vacant if the member—
 - (a) dies; or
 - (b) completes a term of office and is not reappointed or re-elected; or
 - (c) does not continue in the capacity in which the member was appointed or elected to the membership of the Council (unless the date of the next appointment or election to an office is within 3 months from the date on which the member ceased to continue in the capacity in which the member was appointed or elected); or
 - (d) resigns by written notice to the Chancellor; or
 - (e) is removed from office under subsection (1); or
 - (f) is disqualified from managing corporations under Chapter 2D Part 2D.6 of the *Corporations Act 2001* of the Commonwealth.
 - (4) If a member of the Council is appointed by the Council to the office of Chancellor or Vice Chancellor, a casual vacancy occurs in the office held by that member.
 - (5) On the office of an appointed member of the Council becoming vacant under this section, a person must be appointed to the vacant office in accordance with this Act.
 - (6) On the office of an elected member of the Council becoming vacant other than by the passage of time, the Council may determine that the person to fill the vacant office will be appointed or elected to the vacant office in a manner determined by the Council (and this determination will have effect according to its terms and despite anything provided for in section 16).
 - (7) Subject to this Act, a member appointed or elected to fill a casual vacancy in the membership of the Council holds office for the balance of the term of their predecessor.

19—Chancellor, Deputy Chancellor and Pro-Chancellors

- (1) There will be a Chancellor and a Deputy Chancellor of the University.
- (2) The Council may appoint a member of the Council or any other suitable person to the office of Chancellor for a term not exceeding 4 years on terms and conditions determined by the Council.
- (3) The Council may appoint a member of the Council to the office of Deputy Chancellor for a term of 2 years on terms and conditions determined by the Council (but the member will cease to hold that office if, for any reason, the member ceases to be a member of the Council).
- (4) The Council may appoint not more than 2 members of the Council to the office of Pro-Chancellor for a term of 2 years on terms and conditions determined by the Council (but the member will cease to hold that office if, for any reason, the member ceases to be a member of the Council).
- (5) A Pro-Chancellor is primarily appointed to act as a deputy to the Deputy Chancellor.

- (6) An employee or student of the University is not eligible for appointment under this section.
- (7) A person who holds office as Chancellor, Deputy Chancellor or Pro-Chancellor is, on the expiration of a term of office, eligible for reappointment.

20—Validity of acts and decisions of Council

An act or decision of the Council is not invalid by reason only of a vacancy in its membership or on the ground of a defect in the appointment or election of a member.

21—Remuneration

- (1) The Council may, from time to time, determine that a member of the Council be remunerated.
- (2) A determination under subsection (1) may fix different amounts of remuneration for different members of the Council according to the office held by the member or any other factor the Council considers relevant.
- (3) Section 24 does not apply in relation to the making of a determination under this section.

Division 2—Duties of Council members

22—Duty to exercise care and diligence etc

A member of the Council must at all times, in the performance of the member's functions—

- (a) exercise a reasonable degree of care and diligence; and
- (b) act in a way that the member thinks will best promote the interests of the University.

23—Duty to act in good faith etc

- (1) A member of the Council must at all times act in good faith, honestly and for a proper purpose in the performance of the functions of office, whether within or outside the State.
- (2) A member of the Council must not improperly use their position to gain an advantage for the member or another person, whether within or outside the State.
- (3) Subsection (1) does not apply to conduct that is merely of a trivial character and does not result in significant detriment to the interest of the University.

24—Conflict of interest policy

- (1) The Council must have a conflict of interest policy for its members.
- (2) The conflict of interest policy will be determined by the Council.
- (3) A member of the Council has a duty to comply with the conflict of interest policy.

25—Code of conduct

- (1) The Council must have a code of conduct for its members.
- (2) The code of conduct will be determined by the Council.

- (3) A member of the Council has a duty to comply with the code of conduct.

26—Removal of Council member

Non compliance by a member of the Council with a duty imposed under section 22, 23, 24 or 25 will be taken to be serious misconduct and a ground for removal of the member from office.

27—Civil liability for contravention

If a person who is a member of the Council or a former member of the Council is found to have breached section 23, the conflict of interest policy under section 24 or the code of conduct under section 25, the University may recover from the person by action in a court of competent jurisdiction—

- (a) if the person or any other person made a profit as a result of the breach—an amount equal to the profit; and
- (b) if the University suffered loss or damage as a result of the breach—compensation for the loss or damage.

Division 3—Procedures

28—Proceedings at meetings

- (1) A meeting of the Council will be presided over—
 - (a) by the Chancellor; or
 - (b) in the absence of the Chancellor—by the Deputy Chancellor; or
 - (c) in the absence of the Chancellor and the Deputy Chancellor—
 - (i) unless subparagraph (ii) applies—by a Pro-Chancellor; or
 - (ii) if there are 2 Pro-Chancellors and they are both present at the meeting—by a Pro-Chancellor elected by the members of the Council present at the meeting; or
 - (d) in the absence of all of the office holders referred to in a preceding paragraph—by a member of the Council elected by the members of the Council present at the meeting.
- (2) A quorum of the Council is constituted by one half of the total members of the Council (ignoring any fraction resulting from the division) plus 1, and no business may be transacted at a meeting of the Council unless a quorum is present.
- (3) Each member present at a meeting of the Council is entitled to 1 vote on a matter arising for decision at the meeting, but the person presiding at the meeting has, in the event of an equality of votes, a casting vote as well as a deliberative vote.
- (4) Subject to this Act, a decision carried by a majority of votes cast by the members present and voting at a meeting is a decision of the Council.
- (5) A meeting between members of the Council constituting a quorum by telephone, audio-visual or other electronic means is a valid meeting of the Council if—
 - (a) notice of the meeting is given to all members in a manner determined by the Council for that purpose; and

- (b) the system of communication allows a participating member to communicate with any other participating member during the meeting.
- (6) A resolution of the Council—
 - (a) of which notice was given to members in accordance with procedures determined by the Council; and
 - (b) in which at least a majority of members of the Council express their concurrence in writing or by electronic communication,will be taken to be a decision of the Council made at a meeting of the Council.
- (7) The Council must cause minutes to be kept of its proceedings in a manner determined by the Council.
- (8) Subject to this Act, the proceedings of the Council may be conducted as it thinks fit.

Division 4—Vice Chancellor

29—Vice Chancellor

- (1) There will be a Vice Chancellor of the University.
- (2) The Vice Chancellor is the principal academic and chief executive officer of the University and is responsible to the Council for the academic standards, management and administration of the University.
- (3) The Council must, from time to time as occasion requires, appoint a person to be Vice Chancellor, on terms and conditions determined by the Council.

Division 5—Academic Board

30—Academic Board

- (1) The University must have an Academic Board.
- (2) The Council will establish the Academic Board and determine its terms of reference.
- (3) The Chair of the Academic Board will be appointed or elected in accordance with the terms of reference.

Division 6—Related matters

31—Terms of reference

- (1) The terms of reference of a committee or other body (a *relevant entity*) established by the Council may include provisions relating to—
 - (a) the object or purpose of the relevant entity; and
 - (b) the membership of the relevant entity; and
 - (c) the functions of the relevant entity; and
 - (d) the powers of the relevant entity; and
 - (e) the procedures of the relevant entity; and
 - (f) reporting requirements for the relevant entity; and

- (g) other matters determined to be appropriate to include in the terms of reference.
- (2) The terms of reference of a relevant entity may be varied, substituted or revoked by the Council from time to time.

32—Delegation

- (1) The Council may delegate any of its functions or powers—
 - (a) to a member of the Council; or
 - (b) to the Vice Chancellor; or
 - (c) to a staff member of the University; or
 - (d) to the holder of a particular office or position in the University; or
 - (e) to a committee of the Council or the University; or
 - (f) to any other body established by the Council.
- (2) A delegation under this section—
 - (a) may be absolute or conditional; and
 - (b) does not derogate from the power of the Council to act in any matter; and
 - (c) is revocable at will by the Council.
- (3) A function or power delegated under this section may, if the Council so determines or authorises, be further delegated.
- (4) The Council must cause a record of delegations to be kept in a manner determined by the Council.

33—Common seal

The following provisions apply in relation to the common seal of the University:

- (a) the seal will be in a form approved by the Council;
- (b) the seal can only be affixed to a document pursuant to a resolution of the Council to that effect;
- (c) the affixture of the seal to a document must be witnessed in accordance with any determination or policy of the Council;
- (d) if an apparently genuine document purports to bear the common seal of the University and appears to be duly witnessed, it will be presumed in any legal proceedings, in the absence of proof to the contrary, that the common seal was duly affixed to the document.

Part 4—Statutes and by-laws

Division 1—Statutes

34—Statutes

- (1) The Council may make statutes in connection with the governance, operation or administration of the University.

- (2) Without limiting subsection (1), a statute may—
 - (a) provide for academic and other boards and committees; and
 - (b) provide for related processes and procedures; and
 - (c) confer powers of reprimand, suspension and expulsion; and
 - (d) impose monetary penalties; and
 - (e) make other provision in relation to the enforcement of the statute.
- (3) Without limiting any other provision, a statute may make provision in relation to—
 - (a) obtaining or holding, or the revocation of, any registration, endorsement, authorisation, authority or status; or
 - (b) dealing with assets of the University in the event of the winding up of the University; or
 - (c) any other prescribed matter.
- (4) The *Legislative Instruments Act 1978* does not apply to a statute made under this section.
- (5) A statute—
 - (a) takes effect on a day specified by the Council; and
 - (b) must be published in a manner determined by the Council; and
 - (c) is not required to be published in the Gazette.
- (6) This section does not limit the ability of the Council to make and enforce policies that apply in relation to the University, or any part or aspect of the University.

Division 2—By-laws

35—Interpretation

In this Division—

driving in relation to a vehicle, includes riding;

vehicle includes a motor vehicle, motorcycle, bicycle, e-scooter, skateboard or other similar thing.

36—By-laws

- (1) The Council may make by-laws for any of the following purposes:
 - (a) to regulate or restrict entry to University grounds, or to prohibit certain persons entering University grounds;
 - (b) to prohibit disorderly or offensive behaviour on University grounds;
 - (c) to prevent damage to University grounds (including any fixtures on University grounds);

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- (d) to regulate, restrict or prohibit the use, driving, parking or standing of vehicles on any part of University grounds (including a requirement that a person driving or using a vehicle must comply with any direction given by a person acting under an authorisation from the Council), and to provide for the removal of vehicles from University grounds;
 - (e) to regulate, restrict or prohibit the possession, consumption or use of alcoholic liquor, tobacco or other substances on University grounds, and to provide for the seizure and confiscation by persons acting under an authorisation from the Council of alcoholic liquor, tobacco or other substances that have been brought onto University grounds in contravention of a by-law;
 - (f) to regulate the conduct of meetings on University grounds and to prevent specified behaviour on University grounds;
 - (g) to empower a person acting under an authorisation of the Council to require a person suspected on reasonable grounds to have contravened a by-law to state their name and address, and to provide that a person so requested must comply with the request;
 - (h) to prescribe fees (including parking fees) and to provide for the recovery of those fees;
 - (i) to fix expiation fees, not exceeding \$250, for an alleged offence against a by-law;
 - (j) to prescribe fines, not exceeding \$2 500, for contravention of a by-law;
 - (k) to empower the University to recover on complaint or by civil proceedings compensation for any damage done to University grounds or any property of the University;
 - (l) to prescribe any other matter expedient for, or related to—
 - (i) the maintenance of good order on University grounds; or
 - (ii) the protection of property; or
 - (iii) the prevention of any hindrance to, or interference with, any activity conducted on University grounds; or
 - (iv) the use or management of any services, facilities or resources of the University.
- (2) A by-law may provide that it applies to a portion only of the University grounds specified in the by-law and if such provision is made the by-law applies accordingly.
- (3) A by-law may authorise the removal of a person from University grounds for a reason specified in the by-law by a person acting under an authorisation from the Council.
- (4) An authorisation given by the Council under or for the purposes of a by-law under this Division may be given to a class of persons specified by the Council (and will have effect according to its terms).
- (5) The Council may vary or revoke a by-law.

37—Making of by-laws

- (1) The Council may only make a by-law—
 - (a) at a meeting of the Council of which at least 14 days prior notice has been given in writing to each member of the Council setting out the proposed by-law; and
 - (b) on a resolution supported by a majority of the total number of the members of the Council.
- (2) A by-law must be provided to the Governor for confirmation.
- (3) A by-law does not come into operation until confirmed by the Governor.
- (4) To avoid doubt, the *Legislative Instruments Act 1978* applies to a by-law made under this Division.
- (5) If a by-law has been confirmed by the Governor and published in the Gazette, all conditions precedent to the making of the by-law will be conclusively presumed to have been fulfilled.

38—Offences

- (1) An offence against a by-law is a summary offence.
- (2) A by-law may provide for proceedings against students or staff of the University in respect of breaches of the by-laws.
- (3) An allegation in a complaint that a specified place is within University grounds will be taken to be proved in the absence of proof to the contrary.
- (4) In proceedings for an offence against a by-law dealing with the use, driving, parking or standing of vehicles—
 - (a) an allegation in a complaint that a person named in the complaint was the owner or driver of a specified vehicle on a specified day will be taken to be proved in the absence of proof to the contrary; and
 - (b) if it is proved that a vehicle was parked in contravention of a by-law it will be presumed, in the absence of evidence to the contrary, that the vehicle was so parked by the owner of the vehicle.
- (5) Despite a provision of any other Act—
 - (a) a fine recovered in respect of an offence against a by-law; and
 - (b) an expiation fee paid in relation to an expiation notice issued for an alleged offence against a by-law,will be paid to the University.
- (6) If an act or omission is an offence against another Act and a by-law, the offender may be charged or punished either under the Act or by-law, but not under both.

Part 5—Funds

39—Interpretation

In this Part—

advisory committee means the Funds Advisory Committee established under section 43;

Fund guidelines—see section 40;

prescribed amount means—

- (a) in relation to the Adelaide University Research Fund—\$200 million; and
- (b) in relation to the Adelaide University Student Support Fund—\$120 million;

prescribed period means the period beginning on 1 January 2026 and ending on 31 December 2034.

40—Fund guidelines

- (1) The Treasurer must, for the purpose of this Part, approve guidelines (the *Fund guidelines*) that address—
 - (a) the management and investment of, and payments from, a Fund established under this Part; and
 - (b) the matters relating to the advisory committee required by section 43.
- (2) The Treasurer must, before approving the Fund guidelines—
 - (a) consult with the Council in relation to the proposed Fund guidelines; and
 - (b) obtain the agreement of the Council that the Fund guidelines relating to payments from a Fund established under this Part reflect the following matters:
 - (i) in the case of guidelines relating to the Adelaide University Research Fund—the University's research objectives and strategic plans, and the State's research and economic development priorities;
 - (ii) in the case of guidelines relating to the Adelaide University Student Support Fund—the University's objectives of facilitating access to the University and addressing equity considerations for people within the community who have experienced disadvantages in education, or in access to education, or who are under-represented in education.
- (3) The Fund guidelines must reflect an intention that the Funds established under this Part will grow over time.

41—Adelaide University Research Fund

- (1) *The Adelaide University Research Fund is established and must be maintained in perpetuity.*
- (2) *The assets of the Fund belong to the Crown.*

- (3) *The Fund will consist of—*
- (a) *the prescribed amount to be paid into the Fund on the commencement of this section; and*
 - (b) *money paid into the Fund at the direction or with the approval of the Treasurer; and*
 - (c) *income and accretions from investment of money from the Fund; and*
 - (d) *other money required to be paid into the Fund under any other Act.*
- (4) *The Fund will be invested with the Superannuation Funds Management Corporation of South Australia in accordance with the Fund guidelines*
- (5) *The following provisions apply in relation to the application of the Fund:*
- (a) *payments will be made to the University from the Fund, in accordance with the Fund guidelines, to be applied towards—*
 - (i) *research that aligns with the University's objectives and strategic plans, and with the State's research and economic development priorities; or*
 - (ii) *supporting research at the University of a kind approved by the advisory committee;*
 - (b) *during the prescribed period, the Treasurer must make an annual payment to the University from the Fund of \$8 million to be applied by the University towards the matters specified in paragraph (a)(i) or (ii);*
 - (c) *if the market value of the Fund (not including the value of any amounts paid into the Fund under subsection (3)(b) or (d)) is below the prescribed amount—*
 - (i) *the Treasurer must not make any additional payments to the University from the Fund other than—*
 - (A) *the payment required under paragraph (b); or*
 - (B) *in exceptional circumstances as determined by the Treasurer in a particular case; and*
 - (ii) *any income and accretions from investment of money from the Fund must be applied towards restoring the market value of the Fund to an amount that is of or above the prescribed amount;*
 - (d) *administrative costs and other expenses related to the management, operation and investment of the Fund may be paid out from the Fund in accordance with the Fund guidelines.*

Editorial note—

Section 41 will come into operation on 1 July 2024.

42—Adelaide University Student Support Fund

- (1) *The Adelaide University Student Support Fund is established and must be maintained in perpetuity.*
- (2) *The assets of the Fund belong to the Crown.*

- (3) *The Fund will consist of—*
- (a) *the prescribed amount to be paid into the Fund on the commencement of this section; and*
 - (b) *money paid into the Fund at the direction or with the approval of the Treasurer; and*
 - (c) *income and accretions from investment of money from the Fund; and*
 - (d) *other money required to be paid into the Fund under any other Act.*
- (4) *The Fund will be invested with the Superannuation Funds Management Corporation of South Australia in accordance with the Fund guidelines.*
- (5) *The following provisions apply in relation to the application of the Fund:*
- (a) *payments will be made to the University from the Fund, in accordance with the Fund guidelines, to be applied towards—*
 - (i) *facilitating access to the University, and addressing equity considerations, for people within the community who have experienced disadvantages in education, or in access to education, or who are under-represented in education; or*
 - (ii) *programs developed by the University in accordance with paragraph (c); or*
 - (iii) *a purpose related to supporting students at the University approved by the advisory committee;*
 - (b) *during the prescribed period, the Treasurer must make an annual payment to the University from the Fund of \$4 million to be applied by the University towards the matters specified in paragraph (a)(i), (ii) or (iii);*
 - (c) *the Fund guidelines must provide that at least \$20 million of the Fund is dedicated towards supporting payments from the Fund to be applied by the University towards programs addressing access to the University and equity considerations for people residing in regional and outer metropolitan areas who have experienced disadvantages in education, or in access to education, or who are under-represented in education;*
 - (d) *if the market value of the Fund (not including the value of any amounts paid into the Fund under subsection (3)(b) or (d)) is below the prescribed amount—*
 - (i) *the Treasurer must not make any additional payments to the University from the Fund other than—*
 - (A) *the payment required under paragraph (b); or*
 - (B) *in exceptional circumstances as determined by the Treasurer in a particular case; and*
 - (ii) *any income and accretions from investment of money from the Fund must be applied towards restoring the market value of the Fund to an amount that is of or above the prescribed amount;*

- (e) *administrative costs and other expenses related to the management, operation and investment of the Fund may be paid out from the Fund in accordance with the Fund guidelines.*

Editorial note—

Section 42 will come into operation on 1 July 2024.

43—Funds Advisory Committee

- (1) The *Funds Advisory Committee* is established.
- (2) The advisory committee is to consist of up to 5 members of whom—
 - (a) up to 3 members may be appointed by the Treasurer (including 1 member nominated by the Treasurer to be the presiding member of the committee (and that member will preside at meetings of the committee)); and
 - (b) up to 2 members may be appointed by the Council,
on terms and conditions specified in the Fund guidelines.
- (3) The advisory committee should, as far as practicable, consist of people who—
 - (a) have experience in education and, in particular, higher education; or
 - (b) have financial management experience or commercial expertise (demonstrated by relevant qualifications or relevant experience at a senior level).
- (4) The Fund guidelines may make further provision in relation to the functions of the advisory committee.

44—Annual report

- (1) The Treasurer must, before 30 September in each year, prepare a report on the performance of the Funds established under this Part during the preceding financial year, including information about the income, expenditure and use of the Funds.
- (2) The Treasurer must, within 12 sitting days, cause a copy of the report prepared under subsection (1) to be tabled in both Houses of Parliament.

Part 6—Trusts and other funds

45—Creation and administration of trust funds and other funds

Subject to this Act, the University may create and administer—

- (a) trust funds; or
- (b) funds to be applied towards assisting students of the University who are in necessitous circumstances; or
- (c) funds for any other purpose.

46—Establishment of common funds

- (1) The University may establish 1 or more investment common funds for the collective investment of any trust funds and other funds held by or in the custody of the University.

- (2) Without liability for breach of trust—
 - (a) the University may bring into or withdraw from any investment common fund the whole or any part of any trust fund or other fund held by or in the custody of the University; and
 - (b) the University is taken to hold any investment common fund on behalf of and for the benefit of the common fund instead of the trust fund or other fund held by or in the custody of the University.
- (3) Subsection (2) applies despite any direction to the contrary, whether express or implied, contained in the trust instrument.
- (4) The collective investment of funds under this section does not affect any purpose or purposes for which a particular fund must be applied.

47—Distribution of income of common funds

- (1) Subject to subsection (2), the University must, in accordance with the instrument that established the investment common fund, periodically distribute income from each investment common fund among the funds participating in the pool.
- (2) From time to time, the University, if it considers it expedient to do so, may—
 - (a) add some portion of the income of each investment common fund to the capital of the common fund; or
 - (b) establish a fund or funds as a provision against capital depreciation or reduction in income.

48—Commissions

- (1) The University may periodically deduct an amount (not exceeding an amount determined by the Council of the total funds under management as part of the common fund) as commission for the administration of a common fund.
- (2) The rate of commission must not exceed the rate that the Public Trustee would usually charge as a management fee for the administration of a common fund.
- (3) The Council must not delegate the power to make a determination under subsection (1).
- (4) The commission deducted under subsection (1) is to be received and accepted by the University or fund manager (as the case requires) as full payment for the costs of administration of the common fund.
- (5) The University must not make any other charges on a trust fund in addition to the commission received under subsection (4) except in accordance with the trust instrument.

Part 7—Miscellaneous

49—Annual report

- (1) The Council must, before 30 June in each year, submit to the Minister a report on the operation of the University during the year ending on the preceding 31 December.
- (2) The report must include a copy of the audited accounts and financial statements of the University.

- (3) The Minister must, within 12 sitting days of receiving a report under this section, cause a copy of the report to be tabled in both Houses of Parliament.
- (4) The Council may release or publish a report under this section at any time after the report has been submitted to the Minister under subsection (1).

50—Audit

The accounts and financial statements of the University must be audited in respect of each financial year by the Auditor-General under the *Public Finance and Audit Act 1987*.

51—Indemnities

The University must indemnify and keep indemnified—

- (a) each member of the Council; and
- (b) any member of a board or committee constituted or appointed by the Council, against all actions or claims (whether arising during or after the term of office of that member) in respect of any act or thing done or omitted to be done in good faith in the performance or exercise or purported performance or exercise of any function or power conferred by or under this Act—
- (c) on the Council, board or committee; or
- (d) on any member of the Council, board or committee.

52—Exemption from land tax

Any land in respect of which the University would, but for this section, be liable to pay land tax is exempt from that tax.

53—Recovery of monetary penalties

A monetary penalty imposed under a policy, by-law or statute of the University is a debt due to the University and is recoverable by the University by action in a court of competent jurisdiction.

54—Regulations

The Governor may make such regulations as are contemplated by this Act or as are necessary or expedient for the purposes of this Act.

55—Review of Act

- (1) *The Minister must, within 12 months after the commencement of this section, cause a review of the operation of this Act to be conducted and a report on the review to be prepared and submitted to the Minister.*
- (2) *The Minister must, within 6 sitting days after receiving the report submitted under subsection (1), cause a copy of the report to be laid before each House of Parliament.*

Editorial note—

Section 55 had not come into operation at the date of the publication of this version.

Schedule 1—Repeals, amendments, transitional and other provisions

Part 1—Repeal of Acts

1—Repeal of Acts

- (1) The following Acts are repealed:
 - (a) the *University of Adelaide Act 1971*;
 - (b) the *University of South Australia Act 1990*.
- (2) Subclause (1)(a) comes into operation—
 - (a) unless paragraph (b) applies—on 31 March 2026; or
 - (b) if a day is fixed by proclamation made before 31 March 2026—on the day fixed by proclamation (which may be a day occurring after 31 March 2026).
- (3) Subclause (1)(b) comes into operation—
 - (a) unless paragraph (b) applies—on 31 March 2026; or
 - (b) if a day is fixed by proclamation made before 31 March 2026—on the day fixed by proclamation (which may be a day occurring after 31 March 2026).
- (4) If subclause (2)(b) or (3)(b) applies, the Governor may, by subsequent proclamation made before the day fixed by proclamation under the subclause, amend the proclamation to fix a different day for subclause (1)(a) or subclause (1)(b) (as the case may be) to come into operation.
- (5) A proclamation under subclause (2), (3) or (4) may only be made on the recommendation of the Minister after a request by the Transition Council of Adelaide University established under clause 8.

Part 2—Amendment of *Legal Practitioners Act 1981*

2—Amendment of section 14B—Establishment of LPEAC

- (1) Section 14B(5)(d)—delete paragraph (d)
- (2) Section 14B(5)—before paragraph (e) insert:
 - (da) the Dean (or acting Dean) of the faculty or school of law at Adelaide University; and
- (3) Section 14B(5)(ea)—delete paragraph (ea)

Editorial note—

Clause 2 had not come into operation at the date of the publication of this version.

Part 3—Amendment of *National Wine Centre (Restructuring and Leasing Arrangements) Act 2002*

3—Amendment of dedication of Centre land

Section 5(1a)—delete "the University of Adelaide" and substitute:

Adelaide University

Editorial note—

Clause 3 had not come into operation at the date of the publication of this version.

Part 4—Amendment of *Payroll Tax Act 2009*

4—Amendment of Schedule 2

(1) *Schedule 2 clause 16—delete "the University of Adelaide or"*

Editorial note—

Subclause (1) had not come into operation at the date of the publication of this version.

(2) *Schedule 2 clause 16—after "the Flinders University of South Australia" insert:*

or Adelaide University

Part 5—Amendment of *Road Traffic Act 1961*

5—Amendment of section 175—Evidence

Section 175(3)(bb)—delete "the University of Adelaide" and substitute:

Adelaide University

Editorial note—

Clause 5 had not come into operation at the date of the publication of this version.

Part 6—Amendment of *SACE Board of South Australia Act 1983*

6—Amendment of Schedule 1

(1) *Schedule 1 clause 1—after paragraph (b) insert:*

(ba) Adelaide University;

(2) *Schedule 1 clause 1(c)—delete paragraph (c)*

(3) *Schedule 1 clause 1(e)—delete paragraph (e)*

Editorial note—

Clause 6 had not come into operation at the date of the publication of this version.

Part 7—Transitional and other provisions

Division 1—Preliminary

7—Interpretation

- (1) In this Part—

asset means—

- (a) a present, contingent or future legal or equitable estate or interest in real or personal property; or
- (b) a present, contingent or future right, power, privilege or immunity, including a present or future cause of action in favour of The University of Adelaide or the University of South Australia;

cause of action includes a right to bring, defend or participate in legal proceedings;

contract means any legally enforceable agreement, arrangement, undertaking or understanding, whether or not in writing, and includes a deed;

designated day means a day declared by the Governor, by proclamation, as the designated day for the purposes of the provision in which the term is used;

document includes a disc, tape or other medium in which information is stored;

instrument includes—

- (a) a legislative instrument;
- (b) a judgment, order or process of a court;
- (c) a contract;
- (d) any other document;

legal proceedings includes an arbitration and an administrative proceeding;

liability means a present, contingent or future liability (arising either at law or in equity) and includes a duty or non-pecuniary obligation;

prescribed day—see subclause (2);

prescribed university means The University of Adelaide or the University of South Australia;

testamentary disposition includes a surrender or release effected by a testamentary disposition;

Transition Council means the Transition Council of Adelaide University established under clause 8.

- (2) For the purposes of this Part, a reference to the prescribed day for a prescribed university is a reference to—
- (a) in the case of The University of Adelaide—the day on which the *University of Adelaide Act 1971* is repealed under clause 1(a); and
 - (b) in the case of the University of South Australia—the day on which the *University of South Australia Act 1990* is repealed under clause 1(b).

- (3) For the purposes of this Part, a reference to a contract of a prescribed university includes a reference to an interest in a contract to which the prescribed university is a party.

Division 2—Transition Council

8—Establishment, responsibilities and powers

- (1) The Transition Council of Adelaide University is established.
- (2) The Transition Council constitutes the governing body of the University until—
- (a) unless paragraph (b) applies—31 December 2026; or
 - (b) a designated day (which may be a day occurring after 31 December 2026) if that designated day is declared by proclamation made before 31 December 2026.
- (3) A designated day may only be declared under subclause (2)(b) on the recommendation of the Minister after a request by the Transition Council.
- (4) On the day that applies under subclause (2)—
- (a) the Transition Council is dissolved; and
 - (b) the Council of the University constituted under section 14 commences as the governing body of the University.
- (5) The Transition Council has the following responsibilities and functions:
- (a) to oversee the transition from tertiary education and research being provided and conducted by The University of Adelaide or the University of South Australia to being provided and conducted by Adelaide University;
 - (b) to prepare Adelaide University so that it can commence providing courses and other tertiary education programs under this Act and then to continue to act as the governing body of the university until the Council of the University commences as the governing body of the University as contemplated by subclause (4)(b);
 - (c) the responsibilities and functions—
 - (i) assigned to the Transition Council under the other provisions of this Schedule; or
 - (ii) assigned to the Council of the University under the other provisions of this Act; or
 - (iii) prescribed by regulations under clause 39;
 - (d) to engage with the staff and students of The University of Adelaide and the University of South Australia in exercising its other responsibilities and functions under this subclause.
- (6) Without limiting any other provision (but subject to the other provisions of this Schedule)—
- (a) the Transition Council may exercise all the powers of the Council of the University under this Act; and

- (b) until the Transition Council is dissolved, a reference to the Council in the other provisions of this Act, other than this Schedule, will be taken to be a reference to the Transition Council (and a reference to a member of the Council will be taken to be a reference to a member of the Transition Council).

9—Constitution of Transition Council

- (1) Subject to this clause, the Transition Council will consist of up to 15 persons, being—
 - (a) the Chancellor (ex officio); and
 - (b) up to 7 members appointed by The University of Adelaide; and
 - (c) up to 7 members appointed by the University of South Australia.
- (2) A member of the Council of a prescribed university may be appointed under subclause (1).
- (3) A member of the Council of a prescribed university is not to be taken to have vacated their position on the Council of that university because the potential exists for the duties of the member's 2 offices to be in conflict.
- (4) In addition, a member of the Transition Council who is also a member of the Council of a prescribed university will not be in breach of any duty under this Act, or any other Act or law, by virtue of taking action that is relevant to the interests of a prescribed university.
- (5) Subject to subclauses (6) and (7), a person appointed to the Transition Council will hold office until the Transition Council is dissolved.
- (6) The Transition Council may remove a member of the Transition Council from office for—
 - (a) failure or incapacity to carry out official duties satisfactorily; or
 - (b) failure, without reasonable excuse, to comply with the Transition Council's requirements in relation to attendance at Transition Council meetings; or
 - (c) conviction of an indictable offence; or
 - (d) breach of any code of conduct of the University that applies to members of the Transition Council; or
 - (e) serious misconduct; or
 - (f) any other reason that the Transition Council considers to be an appropriate ground for the removal of the member.
- (7) The office of a member of the Transition Council becomes vacant if the member—
 - (a) dies; or
 - (b) resigns by written notice to the Transition Council; or
 - (c) is removed from office under subclause (6); or
 - (d) is disqualified from managing corporations under Chapter 2D Part 2D.6 of the *Corporations Act 2001* of the Commonwealth.

- (8) On the office of a member of the Transition Council becoming vacant under this clause (other than the Chancellor), a person may be appointed to the vacant office—
 - (a) if the appointment is made before the prescribed day for the university that appointed the member—by that university; and
 - (b) if the appointment is made on or after the prescribed day for the university that appointed the member—by the Transition Council.
- (9) In addition, if the membership of the Transition Council is less than 15 persons on or after the prescribed day for both universities, the Transition Council may appoint 1 or more persons to the vacant office or offices (as the case may be).

10—Proceedings at meetings

Despite section 28, a decision of the Transition Council requires a 60% (or greater) majority of votes cast by members voting on the relevant resolution.

11—Validity of acts and decisions of Transition Council

An act or decision of the Transition Council is not invalid by reason only of a vacancy in its membership or on the ground of a defect in the appointment of a member.

Division 3—Chancellor and Deputy Chancellors

12—Chancellor and Deputy Chancellors

- (1) The Chancellor of the Transition Council of the University will be appointed by the University of South Australia after consultation with The University of Adelaide (and section 19(2) will not apply in relation to this appointment).
- (2) Subject to the operation of clause 9, a person appointed under subclause (1) will hold office until an appointment is made under section 19(2) (which may include an appointment made by the Transition Council exercising the powers of the Council).
- (3) The Transition Council must take reasonable steps to make an appointment under section 19(2) before the Transition Council is dissolved.
- (4) The Transition Council will initially have 2 Deputy Chancellors appointed from its membership, with 1 being appointed by The University of Adelaide after consultation with the University of South Australia and 1 being appointed by the University of South Australia after consultation with The University of Adelaide.
- (5) Subject to the operation of clause 9, a person appointed under subclause (4) will also hold office until an appointment is made under section 19(2) (which may include an appointment made by the Transition Council exercising the powers of the Council).
- (6) The Transition Council may make other appointments under section 19.
- (7) A reference to the Chancellor in the other provisions of this Act will be taken to include a reference to the Chancellor appointed under this clause.
- (8) While there are 2 Deputy Chancellors holding office under this clause, section 28(1) will apply—
 - (a) in the case of section 28(1)(b)—as if a reference to the Deputy Chancellor were a reference to a Deputy Chancellor elected by those present at the meeting; and

- (b) in the case of section 28(1)(c)—as if a reference to the absence of the Deputy Chancellor were a reference to the absence of both Deputy Chancellors.

Division 4—Vice Chancellor

13—Vice Chancellor

- (1) Despite section 29, the University will initially have 2 co-Vice Chancellors, with 1 co-Vice Chancellor being appointed by The University of Adelaide and 1 co-Vice Chancellor being appointed by the University of South Australia (and in the event of a vacancy in an office under this subclause the relevant prescribed university will make an appointment to fill the vacant office).
- (2) The terms and conditions of a person appointed under subclause (1) will be determined by the university making the appointment after consultation with the other university and the Transition Council.
- (3) A person appointed under subclause (1) will hold office until an appointment is made under section 29 (which may include an appointment made by the Transition Council exercising the powers of the Council).
- (4) The Transition Council must take reasonable steps to make an appointment under section 29 before the Transition Council is dissolved.
- (5) A reference to the Vice Chancellor in the other provisions of this Act will be taken to include a reference to a co-Vice Chancellor appointed under this clause.

Division 5—Transitional Academic Board

14—Transitional Academic Board

- (1) The Transition Council must establish the first Academic Board of the University as soon as it is reasonably practicable after the commencement of this clause.
- (2) Until the designated day, the membership of the Academic Board may include staff of the prescribed universities.

Division 6—Staff

15—Transfer by proclamation

- (1) The Governor may, by proclamation—
 - (a) transfer the employment of 1 or more employees of The University of Adelaide, or the University of South Australia, to Adelaide University; and
 - (b) make transitional or ancillary provisions that may be necessary or expedient in the circumstances.
- (2) A proclamation under subclause (1) has effect according to its terms.
- (3) A transfer cannot occur under this clause without consultation with the university that has been the employer of the relevant employee or employees and Adelaide University.

16—Transfer on repeal of Act

A person who is an employee of a prescribed university immediately before the prescribed day for the prescribed university becomes, on the prescribed day, an employee of Adelaide University.

17—Effect of provisions

A transfer of employment effected under this Division operates by force and operation of this Act and does not depend on a decision or action taken by the prescribed university that employed the person.

18—Preservation of rights and continuity of employment

- (1) A transfer of employment effected under this Division—
 - (a) does not constitute a breach of the employee's contract of employment; and
 - (b) does not affect a term of appointment, remuneration or other conditions of employment.
- (2) In addition, where a transfer of employment is effected under this Division—
 - (a) the employee will be taken to have continuity of service and employment and the transfer will not break continuity of service; and
 - (b) the employee's existing leave accruals will be recognised by Adelaide University.

19—Superannuation

- (1) Adelaide University is, for the purposes of the *Superannuation Act 1988*, an authority with which the South Australian Superannuation Board may enter into superannuation arrangements.
- (2) A person whose transfer of employment is effected under clause 15 or 16 and who is, immediately before the transfer of employment, a contributor under the *Superannuation Act 1988*, will remain a contributor under that Act.
- (3) Adelaide University is, as the employer of a person to whom subclause (2) refers, liable under the *Superannuation Act 1988* for the employer's component—
 - (a) of all entitlements accruing to that person before the transfer of employment; and
 - (b) of all the accrued and accruing entitlements of that person for which The University of Adelaide or the University of South Australia (as the case may be) was liable immediately before that transfer of employment.
- (4) On Adelaide University entering into arrangements with the South Australian Superannuation Board, this clause (except for subclause (1)) ceases to have effect.

Division 7—Assets, contracts and liabilities

20—Transfer by proclamation

- (1) The Governor may, by proclamation, transfer any assets, contracts or liabilities of a prescribed university to Adelaide University.
- (2) A proclamation under subclause (1) has effect according to its terms.

- (3) A transfer cannot occur under this clause without consultation with the relevant prescribed university and Adelaide University.

21—Transfer on repeal of Act

Any assets, contracts or liabilities of a prescribed university held by the prescribed university immediately before the prescribed day for the prescribed university become, on the prescribed day, assets, contracts or liabilities of Adelaide University.

22—Effect of provisions

The transfer of any assets, contracts or liabilities under this Division operates by force and operation of this Act and does not depend on a decision or action taken by a prescribed university.

23—Saving provision

Nothing done under this Division—

- (a) constitutes a breach of, or default under, an Act or other law; or
- (b) constitutes a breach of, or default under, a contract, agreement, arrangement, undertaking or understanding; or
- (c) constitutes a breach of a duty of confidence (whether arising under a contract, in equity or by custom or in any other way); or
- (d) constitutes a civil or criminal wrong; or
- (e) —
 - (i) terminates an agreement or obligation; or
 - (ii) fulfils any condition that allows a person to terminate an agreement or obligation; or
 - (iii) gives rise to, or allows any person to exercise, any other right or remedy; or
- (f) releases a surety or other obligee wholly or in part from an obligation.

Division 8—Students

24—Transfer by proclamation

- (1) The Governor may, by proclamation—
- (a) transfer the enrolment of persons as students of The University of Adelaide, or as students of the University of South Australia, to Adelaide University so that they become students of Adelaide University; and
 - (b) make transitional or ancillary provisions that may be necessary or expedient in the circumstances.
- (2) A proclamation under subclause (1) has effect according to its terms.
- (3) A transfer cannot occur under this clause without consultation with the relevant university and Adelaide University.

25—Transfer on repeal of Act

A person who is a student of a prescribed university immediately before the prescribed day for the prescribed university becomes, on the prescribed day, a student of Adelaide University.

26—Effect of provisions

A transfer effected under this Division operates by force and operation of this Act and does not depend on a decision or action taken by a prescribed university.

27—Related provision

- (1) A student subject to the operation of this Division—
 - (a) will receive credit for prior learning with the prescribed university from which the student has been transferred in accordance with the scheme established under subclause (2); and
 - (b) will, if or when they qualify for an award, receive a testamur in accordance with the scheme established under subclause (2).
- (2) The University of Adelaide, the University of South Australia and Adelaide University must establish a binding scheme relating to the transfer of students under this Division.

Division 9—Official insignia

28—Official insignia

- (1) This clause applies to—
 - (a) the official insignia of The University of Adelaide under the *University of Adelaide Act 1971* immediately before the prescribed day for The University of Adelaide; and
 - (b) the official insignia of the University of South Australia under the *University of South Australia Act 1990* immediately before the prescribed day for the University of South Australia.
- (2) The official insignia become, on the prescribed day for the university, official insignia of Adelaide University.
- (3) Subclause (2) operates without the need for any declaration or other step under this Act.

Division 10—Trusts and other instruments

29—Testamentary trusts, gifts or deeds

- (1) *The following provisions apply in relation to a reference of the following kinds in any testamentary disposition, gift or trust (whenever made or declared) in existence before the prescribed day for the university:*
 - (a) *a reference to a prescribed university will be taken to be a reference to Adelaide University;*

- (b) *a reference to a relevant entity (past or present) of a prescribed university, will be taken to be a reference to a relevant entity of Adelaide University that most closely corresponds to the relevant entity referred to in the relevant testamentary disposition, gift or trust as determined by the University;*
 - (c) *a reference to the holder of an office or position (past or present) at a prescribed university will be taken to be a reference to the holder of an office or position at Adelaide University that most closely corresponds to the office or position referred to in the relevant testamentary disposition, gift or trust as determined by the University.*
- (2) *A testamentary disposition, gift or trust that is subject to the operation of this clause must be administered in a manner that accords, as far as is reasonably practicable, with the spirit of the original purposes of the disposition, gift or trust.*
- (3) *Nothing in this clause operates to defeat the intention reflected by the provisions or terms of a testamentary disposition, gift or trust that provide that, should the beneficiary or donee cease to exist, the testamentary disposition, gift or trust was to lapse or was to be in favour of some other person or body.*
- (4) *Nothing in this clause invalidates the execution, declaration or creation of a testamentary disposition, gift or trust made or effected before the prescribed day.*
- (5) *Nothing in this clause—*
 - (a) *affects the operation of any order or determination of a court made before the prescribed day; or*
 - (b) *affects the operation or validity of an act or decision of an executor or executrix, a donor or person acting on behalf of a donor, or a trustee, lawfully taken or made before the prescribed day.*
- (6) *In this clause—*

relevant entity *means a campus, school, division, faculty, research facility, library, administrative unit or asset (of any description or title) and includes an entity that is substantially similar to such an entity.*

Editorial note—

Clause 29 had not come into operation at the date of the publication of this version.

30—Other instruments

- (1) This clause does not apply to an instrument under clause 29.
- (2) A reference to a prescribed university in any contract or instrument transferred under this Schedule will, on the transfer of the contract or instrument, be taken to be a reference to Adelaide University.
- (3) A reference to a prescribed university in any other instrument will, from the prescribed day for the prescribed university, be taken to be a reference to Adelaide University.

Division 11—The Adelaide University Union

31—The Adelaide University Union

- (1) The Governor may, by proclamation made at the request of The Adelaide University Union (*AUU*)—
 - (a) transfer any assets, contracts or liabilities of AUU—
 - (i) to another body that is, or is to become, the successor of AUU (whether by the creation of a new entity or an amalgamation, or under the terms of an agreement or arrangement to which AUU is a party); or
 - (ii) to another body that AUU has determined to be an appropriate body to receive or be vested with some or all of the assets, contracts or liabilities of AUU; and
 - (b) make related or ancillary provisions in connection with a transfer under paragraph (a).

Note—

It is the intention that AUU will merge with the University of South Australia Student Association to form a new student association for Adelaide University pursuant to section 11 of the Act.

- (2) A proclamation under subclause (1) has effect according to its terms.
- (3) Any assets, contracts or liabilities of AUU held by AUU immediately before the designated day become, on the designated day, assets, contracts or liabilities of Adelaide University.

Division 12—Other provisions

32—Graduates and award holders

- (1) A person who has been awarded a degree, diploma, certificate or other award by or in the name of a prescribed university will, for the purposes of this Act, be taken to be a graduate of Adelaide University from the prescribed day for the university.
- (2) Adelaide University may exercise a power under section 9(1)(c) in relation to an award of a prescribed university after the prescribed day for the university.

33—Legal proceedings

Any legal proceedings commenced by or against a prescribed university may, from the prescribed day for the university, be continued by or against Adelaide University.

34—Successor in law

From the prescribed day for a prescribed university, Adelaide University becomes the successor in law of the university.

35—Accounting and reporting requirements

The obligation that a prescribed university would, had it continued in existence after the prescribed day for the university, have had—

- (a) to cause financial statements to be audited; or

(b) to provide a report or other information,
is an obligation of Adelaide University from the prescribed day for the university.

36—Registration authorities

- (1) The Registrar-General or another authority required or authorised by a law of the State to register or record transactions affecting assets or liabilities, or documents relating to such transactions, must, on application under this subclause, register or record in an appropriate manner a transfer or vesting under this Part.
- (2) No fee is payable in respect of a transfer or vesting under this Part or an application under this clause.

37—Exemption from stamp duty

No stamp duty is payable in respect of the transfer or vesting of property effected by or pursuant to this Part or in respect of any instrument evidencing that transfer or vesting.

38—Delegation

The ability to delegate a function or power of the Council under section 32 is taken to include an ability for the Transition Council to delegate any of its functions or powers—

- (a) to an employee of The University of Adelaide or the University of South Australia; or
- (b) to the holder of a particular office or position in The University of Adelaide or the University of South Australia; or
- (c) to a committee of The University of Adelaide or the University of South Australia; or
- (d) to any other body established by The University of Adelaide or the University of South Australia, or jointly by both universities; or
- (e) to any body established jointly by Adelaide University, The University of Adelaide and the University of South Australia.

39—Regulations

- (1) The Governor may, by regulation, make additional provisions of a saving or transitional nature consequent on the enactment of this Act.
- (2) A provision made under subclause (1) may, if the regulation so provides, take effect from the commencement of this Act or from a later day.
- (3) To the extent to which a provision takes effect under subclause (2) from a day earlier than the day of the regulation's publication in the Gazette, the provision does not operate to the disadvantage of a person by—
 - (a) decreasing the person's rights; or
 - (b) imposing liabilities on the person.

Part 8—Support to establish Adelaide University

40—Support to establish Adelaide University

- (1) A prescribed university is authorised (and will be taken to have been authorised) to take steps and to provide resources to facilitate the establishment, and to support the operations, of Adelaide University, including by making available staff, resources and facilities of the prescribed university for the benefit of Adelaide University.
- (2) Without limiting subclause (1)—
 - (a) the Council of a prescribed university must take reasonable steps to support the transition from tertiary education and research being provided and conducted by the prescribed university to tertiary education and research being provided and conducted by Adelaide University under this Act; and
 - (b) a member of the Council of a prescribed university will not be in breach of any duty under the Act under which the Council is constituted, or any other Act or law, if the member—
 - (i) acts for the purposes of paragraph (a); or
 - (ii) supports the expenditure, application or devolution of any financial or other resources of the prescribed university to support Adelaide University; and
 - (c) a member of the Council of a prescribed university may—
 - (i) work with the Council of the other prescribed university, and with the Transition Council, to support the activities of Adelaide University (including by the sharing of staff, resources, facilities or information); and
 - (ii) take action that will have the effect of—
 - (A) winding down the operations or reducing the undertaking of the prescribed university; or
 - (B) leading to the dissolution of the prescribed university.
- (3) In connection with the operation of subclauses (1) and (2), the prescribed universities and Adelaide University must enter into an agreement that will facilitate the establishment of and transition to Adelaide University and provide support to Adelaide University (to the extent agreed between the 3 universities) as Adelaide University prepares to provide courses and other tertiary education programs.
- (4) The following are specifically authorised by this Act for the purposes of section 51(1) of the *Competition and Consumer Act 2010* of the Commonwealth and the *Competition Code of South Australia*:
 - (a) the conduct of a prescribed university or Adelaide University in connection with an authorisation under subclause (1);
 - (b) the conduct of the Council of a prescribed university, and of the members of a Council of a prescribed university, under subclause (2);
 - (c) the conduct of a prescribed university and Adelaide University in entering into, or giving effect to, an agreement under subclause (3);

- (d) any other conduct of—
- (i) a prescribed university or Adelaide University; or
 - (ii) the Council of a prescribed university or the members of a Council of a prescribed university; or
 - (iii) the Transition Council or the members of the Transition Council,
including conduct that involves entering into, or giving effect to, agreements,
sharing information, or other practices or things, in connection with—
 - (iv) the establishment of Adelaide University; or
 - (v) providing support to Adelaide University; or
 - (vi) facilitating the combining of The University of Adelaide and the
University of South Australia.

Legislative history

Notes

- In this version provisions that are uncommenced appear in italics.
- For further information relating to the Act and subordinate legislation made under the Act see the Index of South Australian Statutes or www.legislation.sa.gov.au.

Principal Act

| Year | No | Title | Assent | Commencement |
|------|----|-------------------------------------|------------|---|
| 2023 | 32 | <i>Adelaide University Act 2023</i> | 23.11.2023 | 14.12.2023 except ss 5 to 11, 14 to 40, 43 to 54 & Sch 1 (cll 1, 4(2), 8 to 28, 30 to 39)—8.3.2024 and except ss 41 & 42—1.7.2024 (Gazette 14.12.2023 p 4133) and except s 55 & Sch 1 (cll 2, 3, 4(1), 5, 6 & 29)—uncommenced |