
Adelaide University Bill 2023: Explanatory Guide



Government of
South Australia

Introduction

The South Australian Government made a commitment to determine how the state can be best served by the university sector. In December 2022, the University of South Australia and the University of Adelaide signed a Statement of Cooperation with the South Australian Government and the Australian Government to explore the feasibility of creating a new university.

In signing the Statement of Cooperation, the two universities agreed to work together to progress the feasibility and business case of creating a leading, for purpose university dedicated to addressing educational inequality; conducting future making research of scale and focus; and partnered with communities and industry to become a globally recognised powerhouse for innovation and economic development.

In March 2023, the Universities released 'A Vision Statement for a South Australian university for the future'. The Vision Statement was published on the websites of both universities and distributed to more than 285,000 people including students, staff, alumni, donors, and industry partners.

Following the release of the Vision Statement, feedback from the two university communities and an extensive six-month feasibility phase, both University Councils were presented with a comprehensive business case and associated documentation for their consideration. Both Councils resolved to enter into a Heads of Agreement to support the State Government in the creation of a combined new university for South Australia, to be called Adelaide University.

Following the announcement of the decision by both Councils, a Bill to establish Adelaide University was drafted by the Office of Parliamentary Counsel. The draft Bill is largely based on the *University of South Australia Act 1990*. The draft Bill is now open for public consultation.





Guide to the Bill – Adelaide University Bill 2023 Explanation

Key aspects of the Bill are outlined and explained below.

Part 1 – Preliminary

1 – Short title

This details the formal name/citation for the proposed Act.

2 – Commencement

This explains that the proposed Act will be brought into operation by proclamation of the Governor.

3 – Object

This outlines the underlying purposes of the Act, which are to establish a leading university of global standard through the amalgamation of the University of Adelaide and the University of South Australia. It should be noted that these objects outline the objectives of this legislation; these are different to the functions of the University, which are outlined in Part 2 (clause 7).

4 – Interpretation

This provides a formal definition of the key terms referenced in the proposed Act.

Part 2 – The University

Division 1 – Establishment, functions and powers

5 – Establishment

The proposed Act establishes Adelaide University.

6 – Body corporate features

Adelaide University is established as a body corporate in the same way as the University of South Australia and the University of Adelaide, as per section 4(2) of the *University of South Australia Act 1990* and section 4(3) of the *University of Adelaide Act 1971*.

7 – Functions

This outlines the many roles of the University and the way the University should perform these roles. The proposed functions of the University include:

- conducting and supporting teaching, research, innovation and education of an international standard that is of benefit to South Australia, Australia and the world
- providing tertiary education to people who are underrepresented in education, including Aboriginal and Torres Strait Islander people
- supporting and contributing to South Australia's economic development priorities, for the benefit of industry, business and government
- working to support the future employment of its graduates and seeking to address the skill needs of the communities it serves

8 – General powers

This explains that the University has the power to do what is necessary to perform its functions (as listed in clause 7). This includes the ability to acquire assets, enter into contracts or partnerships, and participate in commercial activity. It also explains that the University must not dispose of land that has been acquired by the University on trust, without the approval of the Governor.

These provisions are based on section 6 of the *University of South Australia Act 1990* and section 4 of the *University of Adelaide Act 1971*, which have been updated in accordance with current requirements.

9 – Awards

This gives the University the power to award a qualification to a person who has met the requirements of that qualification, or to give an honorary award to a meritorious recipient. A qualification may be granted solely by the University or jointly with another appropriate entity. The University is also able to permit a graduate to surrender a qualification that has previously been awarded.

These provisions are based on section 6 of the *University of South Australia Act 1990* and section 6 of the *University of Adelaide Act 1971*.

10 – Internal organisation of the University

This provides the University scope to establish an appropriate structure and to vary that structure as needed, to support its operations.

Division 2 – Official titles and proprietary interests

11 – Declaration of logo and official titles

When a logo for the University has been designed, it will be declared under this proposed Act and by notice in the South Australian Government Gazette to be a logo. These provisions are based on section 9B of the *University of South Australia Act 1990* and section 5A of the *University of Adelaide Act 1971*.

A new addition to the proposed Act is that the University will also have a name in a relevant Aboriginal language that will be declared by notice in the Gazette to be an official title of the University.

12 – Protection of proprietary interests

The University has ownership rights to all official insignia (that is, the official distinguishing emblems for the organisation). A person must not use this official insignia without the consent of the University. These provisions are based on section 9C of the *University of South Australia Act 1990* and section 5B of the *University of Adelaide Act 1971*.

Part 3 – Administration of University

Division 1 – The Council

13 – Establishment and responsibilities

This establishes the Council as the governing body of the University and outlines the Council's responsibilities, including appointing the Vice Chancellor, approving the strategic direction of the University and overseeing the management of the University. These provisions are based on section 10 of the *University of South Australia Act 1990* and section 9 of the *University of Adelaide Act 1971*.

14 – Powers

This outlines the powers of the Council, including setting fees and approving and enforcing policies.

15 – Constitution of Council

This outlines the members of the Council, including elected and appointed members. These provisions are based on section 10 of the *University of South Australia Act 1990*.

16 – Term of office

This outlines the length of time a member is appointed to the Council. These provisions are based on section 11 of the *University of South Australia Act 1990*.

17 – Casual vacancies

This explains the circumstances under which an office of the Council becomes vacant and outlines when a Council member may be removed from office. These provisions are based on section 10 of the *University of South Australia Act 1990* and section 9 of the *University of Adelaide Act 1971*.

18 – Chancellor, Deputy Chancellor and Pro-Chancellors

This outlines the process for appointing a Chancellor, Deputy Chancellor and Pro-Chancellor. These provisions are based on section 12 of the *University of South Australia Act 1990*.

19 – Validity of acts and decisions of Council

This outlines that an act or decision of the Council is not invalid due to a vacancy or defect in the appointment of a member. These provisions are based on section 14 of the *University of South Australia Act 1990*.

20 – Remuneration

This allows the Council to remunerate Council members.

Division 2 – Duties of Council members

21 – Duty to exercise care and diligence etc

This outlines the obligations of Council members to act appropriately in the performance of the member's functions. These provisions are based on section 15A of the *University of South Australia Act 1990* and section 15 of the *University of Adelaide Act 1971*.

22 – Duty to act in good faith etc

This outlines the requirement for Council members to act honestly and not improperly use their position to gain advantage. These provisions are based on section 15B of the *University of South Australia Act 1990* and section 16 of the *University of Adelaide Act 1971*.

23 – Conflict of interest policy

This requires the Council to have a conflict of interest policy for Council members, and stipulates that Council members must comply with the policy. These provisions are based on section 15C of the *University of South Australia Act 1990* and section 17 of the *University of Adelaide Act 1971*, which have been updated in accordance with current requirements.

24 – Removal of Council member

This outlines that non compliance with clauses 21-23 will be grounds for removal of a Council member from office. These provisions are based on section 15D of the *University of South Australia Act 1990* and section 17A of the *University of Adelaide Act 1971*.

25 – Civil liability for contravention

This allows the University to seek compensation in circumstances where a Council member has breached clauses 22-23. These provisions are based on section 15E of the *University of South Australia Act 1990* and section 17B of the *University of Adelaide Act 1971*.

Division 3 – Procedures

26 – Proceedings at meetings

This outlines who will preside over Council meetings, the minimum number of Council members required for business to be transacted at a meeting, how meetings can take place, and how decisions are made. These provisions are based on section 13 of the *University of South Australia Act 1990*, which have been updated in accordance with current requirements.

Division 4 – Vice Chancellor

27 – Vice Chancellor

This outlines the role of the Vice Chancellor as principal academic and chief executive officer of the University and states that the Vice Chancellor is appointed by the Council. This provision is based on section 16 of the *University of South Australia Act 1990*.

Division 5 – Academic Board

28 – Academic Board

This requires the University to have an Academic Board, which will be established by the Council.

Division 6 – Related matters

29 – Terms of reference

This allows the Council to develop and vary terms of reference for committees or other relevant entities.

30 – Delegation

This allows the Council to delegate its functions or powers. These provisions are based on section 15 of the *University of South Australia Act 1990* and section 10 of the *University of Adelaide Act 1971*, which have been updated in accordance with current requirements.

31 – Common seal

This provides for the common seal of the University. This provision is based on section 13A of the *University of South Australia Act 1990*.

Part 4 – Statutes and by-laws

32 – Statutes

This allows the Council to make statutes and rules on matters related to the governance, operation or administration of the University. These provisions are based on sections 24 and 25 of the *University of South Australia Act 1990* and sections 22 and 23 of the *University of Adelaide Act 1971*, which have been updated in accordance with current requirements.

33 – By-laws

This allows the Council to make by-laws on matters set out in those clauses, such as conduct on University grounds. A by-law must be confirmed by the Governor. These provisions are based on sections 24 and 25 of the *University of South Australia Act 1990* and sections 22 and 23 of the *University of Adelaide Act 1971*, which have been updated in accordance with current requirements.

Part 5 – Funds

34 – Interpretation

This provides explanations of key terms used in this Part of the proposed new Act.

35 – Adelaide University Research Fund

This provides for the establishment of the Adelaide University Research Fund and outlines what the money in the Fund can be used towards.

36 – Adelaide University Student Support Fund

This provides for the establishment of the Adelaide University Student Support Fund and outlines what the money in the Fund can be used towards.

37 – Funds Advisory Committee

This provides for the establishment of a Funds Advisory Committee.

Part 6 – Trusts, gifts and property

Division 1 – Trusts and other funds

38 – Creation and administration of trust funds and other funds

This allows the University to create and administer trust or other funds. These provisions are based on section 30 of the *University of Adelaide Act 1971*, which has been updated in accordance with current requirements.

39 – Establishment of common funds

This provides for the University to establish investment common funds for the collective investment of any trust and other funds held by the University. These provisions are based on section 31 of the *University of Adelaide Act 1971*, which has been updated in accordance with current requirements.

40 – Distribution of income of common funds

This outlines how the University must distribute income from each investment common fund. These provisions are based on section 32 of the *University of Adelaide Act 1971*.

41 – Commissions

This allows the University to pay an amount as commission for the administration of a common fund and provides guidance on the rate of commission. These provisions are based on section 33 of the *University of Adelaide Act 1971*, which has been updated in accordance with current requirements.

Part 7 – Miscellaneous

42 – Annual Report

This requires the Council to provide an annual report to the Minister. This provision is based on section 18 of the *University of South Australia Act 1990* and section 25 of the *University of Adelaide Act 1971*.

43 – Audit

This requires the accounts and financial statements for each financial year to be audited. This provision is based on section 19 of the *University of South Australia Act 1990*, which has been updated in accordance with current requirements.

44 – Indemnities

This requires the University to indemnify members of Council and any board or committees appointed by Council against legal liabilities. These provisions are based on section 29 of the *University of Adelaide Act 1971*, which has been updated in accordance with current requirements.

45 – Exemption from land tax

This explains that the University does not need to pay land tax. This provision is based on section 21 of the *University of South Australia Act 1990* and section 27 of the *University of Adelaide Act 1971*.

46 – Recovery of monetary penalties

This allows the University to recover fines owed to it by action in a court. This provision is based on section 24(5) of the *University of South Australia Act 1990*.

47 – Regulations



Schedule 1 – Repeals, amendments and transitional provisions

Part 1 – Repeal of Acts

This allows for the repeal of the *University of Adelaide Act 1971* and the *University of South Australia Act 1990* by 31 March 2026 or earlier if fixed by proclamation by the Governor. Provision is made for the repeal of these Acts at a different date which may be fixed by proclamation, on the recommendation of the Minister after a request by the Transition Council.

Parts 2-7 – Amendment of Acts

These Parts make consequential amendments to various other Acts to delete references to the University of Adelaide and the University of South Australia and substitute references to Adelaide University.

Part 8 – Transitional and other provisions

Division 1 – Preliminary

8 – Interpretation

This provides explanation of the key terms used in this Part of the proposed new Act.

Division 2 – Transition Council

9 – Establishment, responsibilities and powers

This establishes the Transition Council of Adelaide University and outlines its responsibilities, including overseeing the transition of education and research from the University of South Australia and the University of Adelaide to Adelaide University, and preparing the University so it can provide tertiary education.

10 – Constitution of Transition Council

This outlines the members of the Transition Council, the circumstances under which an office of the Transition Council becomes vacant, and removal of members.

11 – Proceedings at meetings

This explains that, unlike in clause 26, a decision of the Transition Council requires at least a 60% majority.

12 – Validity of acts and decisions of Transition Council

This outlines that an act or decision of the Transition Council is not invalid due to a vacancy or defect in the appointment of a member.

Division 3 – Chancellor and Deputy Chancellors

13 – Chancellor and Deputy Chancellors

The outlines the process for appointing a Chancellor and Deputy Chancellors to the Transition Council.

Division 4 – Vice Chancellor

14 – Vice Chancellor

This explains that the University will initially have 2 co-Vice Chancellors, with 1 being appointed by the University of Adelaide and 1 being appointed by the University of South Australia. The co-Vice Chancellors will hold office until a Vice Chancellor is appointed as per clause 27.

Division 5 – Transitional Academic Board

15 – Transitional Academic Board

This requires the Transition Council to establish the first Academic Board of the University as soon as possible.

Division 6 – Staff

This Division includes the following clauses:

- **16 – Transfer by proclamation**
- **17 – Transfer on repeat of Act**
- **18 – Effect of provisions**
- **19 – Preservation of rights and continuity of employment**
- **20 – Superannuation**

The clauses in this Division explain that the Governor may, by proclamation, transfer the employment of employees from the University of South Australia or the University of Adelaide, to Adelaide University. The clauses also stipulate that this transfer of employment does not affect the conditions of employment (including term of appointment and remuneration), and ensures that continuity of service and leave accruals will be recognised by Adelaide University.

Division 7 – Assets, contracts and liabilities

This Division includes the following clauses:

- **21 – Transfer by proclamation**
- **22 – Transfer on repeal of Act**
- **23 – Effect of provisions**
- **24 – Saving provision**

The clauses in this Division explain that the Governor may, by proclamation, transfer the assets, contracts and liabilities from the University of Adelaide and the University of South Australia to Adelaide University.

Division 8 – Students

This Division includes the following clauses:

- **25 – Transfer by proclamation**
- **26 – Transfer on repeal of Act**
- **27 – Effect of provisions**
- **28 – Related provision**

The clauses in this Division explain that the Governor may, by proclamation, transfer the enrolment of students of the University of Adelaide or the University of South Australia to Adelaide University, meaning that upon proclamation they become students of Adelaide University. The clauses also stipulate that students will receive credit for prior learning in line with a binding scheme relating to the transfer of students that must be established.

Division 9 – Official insignia

29 – Official insignia

This outlines that the official insignia of the University of South Australia and the University of Adelaide will become the official insignia of Adelaide University.

Division 10 – Trusts and other instruments

30 – Testamentary trusts, gifts or deeds

This outlines that a reference to the University of Adelaide or the University of South Australia in pre-existing trusts or gifts will be taken to be a reference to Adelaide University. It stipulates that the trust or gift must be administered in line with the spirit of the original purposes of the trust or gift.

31 – Other instruments

This explains that a reference to the University of South Australia or the University of Adelaide in any contract or instrument transferred to Adelaide University will be taken to reference Adelaide University.

Division 11 – The Adelaide University Union

32 – The Adelaide University Union

This outlines that at the request of The Adelaide University Union, the Governor may, by proclamation, transfer any assets, contracts and liabilities to another body.

Division 12 – Other provisions

This Division includes the following clauses:

- **33 – Graduates and award holders**
- **34 – Legal proceedings**
- **35 – Successor in law**
- **36 – Accounting and reporting requirements**
- **37 – Registration authorities**
- **38 – Exemption from stamp duty**
- **39 – Delegations**

- **40 – Nominations relating to trusts approved by Governor**
- **41 – Regulations**

The clauses in this Division cover a range of issues, including recognising graduates of the University of Adelaide and the University of South Australia as graduates of Adelaide University; transferring legal proceedings, and accounting and reporting requirements to Adelaide University; and allowing the Governor, by regulation, to make additional provisions.

Part 9 – Support to establish Adelaide University

42 – Support to establish Adelaide University

This authorises the University of South Australia and the University of Adelaide to facilitate the establishment of Adelaide University, including by making available staff, resources and facilities. It also requires the University of Adelaide, the University of South Australia, and Adelaide University to enter into an agreement that will facilitate the establishment of and transition to Adelaide University.

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