

Controlled Entities Policy

Section 1 - Purpose

(1) This Policy establishes the University's governance framework for Controlled Entities.

Background

(2) This Policy should be read in conjunction with the provisions of the [Macquarie University Act 1989](#) (NSW), [Government Sector Audit Act 1983](#) (NSW) and the [Macquarie University Risk Appetite Statement](#).

Scope

(3) This Policy applies to all officers and directors, members, employees, consultants and contractors of Macquarie University and its Controlled Entities.

Section 2 - Policy

(4) The University may conduct activities through Controlled Entities.

(5) The [Macquarie University Act 1989](#) (the Act) requires that Council:

- a. must ensure that a controlled entity does not exercise any function or engage in any activity that the University is not authorised by or under the [Macquarie University Act 1989](#) to exercise or engage in, except to the extent that Council is permitted to do so by the Minister.
- b. ensure:
 - i. that the governing bodies of controlled entities:
 - possess the expertise and experience necessary to provide proper stewardship and control, and
 - comprise, where possible, at least some members who are not members of the Council, or members of staff, or students of the University, and
 - adopt and evaluate their own governance principles, and
 - document, and keep updated, a corporate or business strategy containing achievable and measurable performance targets, and
 - ii. that a protocol is established regarding reporting by governing bodies of controlled entities of the Council.

(6) The University will operate its Controlled Entities in accordance with the [Act](#).

(7) The Council must approve:

- a. the establishment of a Controlled Entity, including details of the member(s);
- b. the constitution of a Controlled Entity and any material amendments to it;
- c. the deregistration or liquidation of a Controlled Entity on the recommendation of the Board of the Controlled

Entity; and

- d. transfer of activities from a Controlled Entity to any another entity (including to the University or another University Controlled Entity) which would trigger an alteration to the constitutional objects of a Controlled Entity.

(8) The Vice-Chancellor will establish procedures and guidelines for the governance and operation of Controlled Entities to provide for:

- a. proper governance;
- b. minimisation of risk to the University;
- c. maximisation of returns and benefits to the University; and
- d. appropriate reporting to ensure control and oversight by the Council.

(9) The Vice-Chancellor will provide an annual report to Council on compliance by the controlled entities of the University with the requirements of Section 16A of the [Macquarie University Act 1989](#).

(10) The Controlled Entity member has obligations as defined in the [Corporations \(New South Wales\) Act 1990](#) and each Controlled Entity's constitution.

Section 3 - Procedures

(11) Refer to the [Controlled Entities Procedure](#).

Section 4 - Guidelines

(12) Nil.

Section 5 - Definitions

(13) The following definitions apply for the purpose of this Policy:

- a. Council means the University Council which is the governing authority of the University, established under Part 3, section 8 of the [Macquarie University Act 1989](#) (NSW).
- b. Controlled Entity means a person, group of persons or body over which the University has control. Note: See also the definition of controlled entity in Section 16A of the [Macquarie University Act 1989](#) (as amended); Sections 39 (1A) and 45A of the [Government Sector Audit Act 1983](#) and Australian Accounting Standard AASB 127 Consolidated and Separate Financial Statements. Refer to the [Controlled Entities Procedure](#) for examples of evidence of control.
- c. Macquarie University Group or Group means Macquarie University and its Controlled Entities.
- d. Director means a member of a Board of a Controlled Entity.

Status and Details

Status	Historic
Effective Date	22nd February 2021
Review Date	1st February 2023
Approval Authority	University Council
Approval Date	14th June 2018
Expiry Date	20th June 2024
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