****

**University Computer Club and UWA Guild**

**Memorandum of Understanding**

**1.0 Introduction**

1.1 The University Computer Club (UCC) seeks to incorporate as a separate entity to the UWA. The present Constitution complies with the Department of Commerce Associations Incorporation Act 1987 (WA).

1.2 The process of incorporation is highly onerous on present and future committees and is only supported for clubs in special circumstances. UCC has satisfied the UWA Guild that their significant assets and small membership mean the benefits of incorporation to manage their club outweigh the onerous Consumer Protection Requirements to maintain and comply with the annual and ad-hoc requirements of incorporated entities under the Incorporation Act 1987 (WA).

**2.0 Purpose**

2.1 The purpose of this MOU is to ensure the UWA Guild or specifically a UWA Club within the Guild’s Societies Council receives the liquidated assets of the UCC.

2.2 Under s 30 of the UCC Constitution liquidated assets go to “*another association incorporated under the Act which has similar objects*”.

2.3 As an incorporated entity the UCC retains all benefits as a club with the Societies Council Division of the Guild. Under 18.1.12 the Guild can loan monies to incorporated clubs. The Guild also provides grants to clubs.

2.4 Due to the financial support provided by the Guild, which is an incorporated entity, the Guild feels it is in the interest of UWA students to retain the liquidated assets of UCC to fund other club activities on campus.

**3.0 Scope**

3.1 This MOU concerns the context and effect of the University Computer Club Constitution s 30. It does not pertain to the operation of any other part of UCC’s Constitution except areas of the Constitution which may be construed to understand the nature and effect of s 30.

3.2 This MOU is only effective in the event the UCC defaults and is not reconstructed as a similar entity (i.e a body corporate) affiliated to the Guild by members of what was UCC.

**4.0 Definitions**

4.1 For the purpose of carrying out its objects the Guild has power under s. 3 of the Guild Policy Book:

*“to incorporate or cause to be incorporated any student society under the Associations Incorporation Act or under the Companies Act or any like legislation for the benefit of the members of that society and to limit the liability of the Guild, and to hold shares in any company so incorporated”*

4.2 The right to incorporate is managed by the Guild Statutes Committee consisting of; Chair of Council, Guild President, Managing Director, 4 Councillors and 2 members of the student body. Clubs are incorporated where they have significant assets, wish to be legally liable as a ground or have corporate interest in holding shares.

4.3 UCC Constitution S 30 Reads in full:

“*If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.”*

4.4 The objects of UCC are in s 3:

*The objects of the Club shall be as follows:*

*1. To be an organised association of students attending The University of Western Australia, and supporters, for the advancement of computer science and technologies, both at the University and in the broader community.*

*2. To co-operate with all bodies of similar aims.*

*3. The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any person or body, except in good faith in the promotion of those objects.*

4.5 The objects of the UWA Guild are in s 2 of the Guild Policy Book:

*2. The Objects of the Guild shall be:*

*a) to foster all that tends to the advancement of learning and the ennoblement of life;*

*b) to afford means of social intercourse to students at the University;*

*c) to provide or conduct or manage such educational, cultural, sporting, welfare, recreational or commercial facilities or activities which shall be intended for the benefit either directly or indirectly of members of the Guild;*

*d) generally to further the common interest of students at the University.*

**5.0 Policy**

5.1 Both UCC and UWA Guild are an organised association of students. The Guild’s role in (c) is to manage educational, sporting welfare, recreational or commercial facilities which shall be intended for the benefit of the Guild.

5.2 UCC is a club within the Guild commitment to the advancement of technology at the University. This fits into ‘the advancement of learning’. As UCC is affiliated to the Guild it also fits with the ‘educational’ and ‘recreational’ benefits of the Guild.

5.3 Therefore the Guild and the UCC have ‘similar objects’ under s 30. In the event UCC passes its money to the Guild as an ‘incorporated entity of similar objects’

5.4 Upon liquidation under this MOU, when funds pass to the UWA Guild, the last UCC President before liquidation, on agreement with their Committee, may stipulate a particular club or area of the Guild (i.e I.T) they would like their monies to specifically fund. The Guild must put assets toward this request.

5.5 UWA Statutes is obligated to give UCC several funding options upon liquidation for the purposes of 5.4

**6.0 Procedure Requirements**

6.1 It is intended that this MOU is binding on the present and future incumbents of the UWA Guild and the Committee and members of the University Computer Club.

6.2 The Chair of Statutes and President of the University Computer Club are the immediate interested parties.

6.3 To amend this MOU the immediate party must provide written notification to the other interested party. The other party is obligated to actively respond within four weeks.

6.4 *‘Active response’* for the purposes of this section means take reasonable steps to understand the nature of the proposed amendment. This may include meeting with the Guild President, Managing Director or a meeting between Chair of Statutes and President of UCC. It is also requires both parties to be proactive in settling on an agreement at earliest convenience. The latter does not require parties to ‘settle’ but merely be ‘proactive’ in trying to settle on any amendments.

**7.0 Maintenance**

7.1 This MOU does not need to be reviewed or re-committed to each year to be effective from the date it is signed.

7.2 If the UCC Constitution is amended in any way through the Department of Commerce a copy of the full Constitution must be furnished to the Chair of the UWA Guild Statutes Committee to ensure there is no conflict with the contents of this MOU.