Resolved: S/22/2005

Subject to (ii), paragraphs 1 and 2, the University’s Policy for the Establishment and Operation of Incorporated Entities will not apply to companies proposed to be incorporated (“MWEP Partnership Companies”) pursuant to a resolution of the Investment Committee of the Murdoch WestScheme Enterprise Partnership (“MWEP”).

This exemption is subject to:

(a) The University obtaining tax advice confirming that the formation of companies owned by the MWEP partners, namely Murdoch Ventures Pty Ltd (“MVPL”) and WestScheme Ventures Pty Ltd (“WVPL”), does not create any adverse consequence for the University or its companies.

(b) With the exception of paragraphs 1-3, 5, 14-18, 21, 24, and 28, the University’s Policy for the Establishment and Operation of Incorporated Entities will apply to every MWEP Partnership Company, modified as necessary.

(c) MWEP Holdings Pty Ltd, the shares of which are owned equally by MVPL and WVPL, will subscribe for and hold equal percentages of the issued capital in any MWEP Partnership Company. This is subject to the discretion of the MWEP Investment Committee to resolve that the shareholding in any MWEP Partnership Company should be apportioned on any other basis, including the possibility that a third party may be invited to subscribe for shares.

(d) The board of directors of each MWEP Partnership Company will comprise MVPL appointees at least equal to the ratio of MVPL to non-MVPL equity in the entity. Irrespective of the shareholding, the University must be entitled to nominate at least one member of the board of directors of any MWEP Partnership Company. Such nomination will be at the discretion of the Vice Chancellor taking into account paragraph 17(c) of the University’s Policy for the Establishment and Operation of Incorporated Entities.

(e) The Director of R&D will report to the Senate immediately after the incorporation of each such MWEP Partnership Company, providing details of the entity name, directors, shareholding and proposed commercialisation plan for the company.

(f) At the first meeting, the board of directors (or equivalent) of every MWEP Partnership Company will adopt and evaluate regularly a written statement of its governance principles that contains, as a minimum, standards of governance contained in the University’s Policy for the Governance of University Entities.

(g) Each MWEP Partnership Company will prepare an annual business plan, operate on approved budgets, and report to its shareholders on its activities at least quarterly. The business plan, budgets and reports on activities will be presented its shareholders (or equivalent) for approval.

(h) A MWEP Partnership Company must obtain shareholder approval before: (1) the incurring of any debt; (2) the provision of any guarantee; or (3) the incurring of any contingent liability. Shareholder approval will be given only after careful consideration of a business case (in writing) including a risk assessment of the proposed activity.

(i) The audited financial statements of each MWEP Partnership Company must be presented to its shareholders (or equivalent) for review within 3 months of the financial year-end of the entity.

(j) Each MWEP Partnership Company is responsible for its own administrative, secretariat and accounting support. The University may provide such support on a fee for service basis.
(iii) The Senate approves the expansion of the partnership to include commercialisation of 3rd party owned intellectual property in respect of which the University has no interest, and authorises the General Counsel & University Secretary to arrange for appropriate amendments to be made to the MWEP partnership to effect this approval.