

Research Centres and Research Institutes Framework

1.8 Joint Research Ventures with External Partners Template

1. General principles for joint ventures

Some Research Centres or Institutes have the potential to partner with external bodies to become a joint venture, or to engage in collaborative ventures with external partners.

As required by Principle 7 of the Research Centres and Research Institutes Framework, the arrangements for such joint and collaborative ventures must be documented in a legally binding agreement. The Provost and DVC&VP(R) will oversee the creation of any such agreements.

Specific processes are required for Cooperative Research Centres. Please refer to the [Research Branch](#) or the [University's CRC website](#) for information.

The University of Adelaide Act 1971 requires the University to assess the risk arising from part ownership of any partnership or joint venture. Thus, when considering a proposal to undertake research or any other activity with an external partner, staff must determine the extent to which the University is prepared to share control of the research program, resources, intellectual property and related matters. Staff involved in major bids to develop cooperative structures also need to take account of the costs and benefits of the various business and governance structures which may be proposed.

A joint venture may take the form of an incorporated or unincorporated structure; more usually the latter. The legal costs of establishing incorporated collaborative ventures are high because of their complexity and the substantial legal documentation required. The University's general position is that incorporation is to be avoided unless the value (cash and in-kind) of the proposed venture is of a truly compelling level, and there is a minimum term of at least 3 years.

Where a Research Centre or Institute succeeds in becoming a Commonwealth-funded structure (e.g. an ARC Centre of Excellence), then its continued operations are subject to negotiation with the funding body and must be documented in a legal agreement. However, it is expected that the principles of the Research Centres and Research Institutes Policy will continue to apply, and that the Director of such a Centre or Institute will have a reporting line to a Head of School or Executive Dean.

2. Legal Checklist

The following is a checklist of the types of matters which must normally be addressed in any joint venture with external partners:

- Structure of the Joint Venture;
- Measurement of contributions from each party (cash and in-kind);
- Administration of any external funding;
- Composition of the management board or committee;
- Determination of overall Centre/Institute objectives;
- Determination of research, consulting and educational projects;
- Control of and credit for outputs;
- Human Resource issues including status, selection and appointment of a Director and other staff;
- Freedom to conduct teaching, research and consulting activities outside of the Centre/Institute in circumstances where there are overlapping interests;
- Ownership of Intellectual Property resulting from joint projects and control of its use in teaching, further research and commercialisation;

- Strategies for commercialisation and distribution of income;
- Arrangement for students, their supervision and their Intellectual Property;
- Terms of Agreement and arrangements for termination or wind-up of the Centre/Institute;
- The extent to which the parties agree to share information and allow cross fertilisation of research programs;
- Audit requirements; and
- Exit conditions.