

Contract Procedures

Section 1 - Purpose and Scope

(1) These Procedures support the [Delegations Rule](#). They define the process which applies before a delegate may sign a legal document on behalf of the University, and the document management requirements following signature.

Scope

(2) Subject to clause (3), these Procedures apply to the management of all legal agreements and other documents which create legally binding obligations on the University. These Procedures will apply to an agreement until its obligations have concluded.

Exclusions

(3) These Procedures do not apply to employment contracts.

Section 2 - Procedures

(4) Procedures for contract review and signing fall into two overarching categories:

- a. [Standard Agreements](#) (refer Part A - of these Procedures); and
- b. [Non-Standard Agreements](#) (refer Part B - of these Procedures).

(5) The staff member seeking a legal agreement is responsible for coordinating and obtaining necessary policy approvals in parallel to the agreement development process. Policies including (but not limited to) the [Commercial Activities Policy](#), [Outside Work Policy](#), [Procurement Policy](#), [Purchasing Procedures](#) and/or [Tendering Procedures](#) must also be applied where relevant.

Section 3 - New Agreements

Part A - Standard Agreements

(6) [Standard Agreements](#) are the University's preferred legal agreements and staff should seek to use these agreements. Standard Agreements:

- a. are available to approved [Contract Facilitators](#) via HotDocs document services; and
- b. do not require further legal review prior to signing by a delegate if the terms and conditions are not modified (subject to clause (7)).

(7) For the avoidance of doubt, within the scope of the pre-approved [Standard Agreement](#) template, addendum fields such as pricing and delivery dates may be amended from time to time without further Legal Office review prior to signing. However, the addendum fields should not be used to amend the standard clauses.

Enquiry and Agreement Development

- (8) Staff seeking to enter into a [Standard Agreement](#) should contact the relevant [Contract Facilitator](#).
- a. The list of approved [Contract Facilitators](#) for [Standard Agreements](#) is held by the Legal Office.
 - b. Where approved by their Head of Work Unit, staff seeking to be added to the [Contract Facilitators](#) list should seek system access and training for [Standard Agreements](#) from the Legal Office.
- (9) The [Contract Facilitator](#) will have access to the Standard Agreement Client Interview (the Interview), and:
- a. provide the Interview to the relevant staff member for completion; or
 - b. complete the Interview personally.
- (10) Where a staff member other than a [Contract Facilitator](#) completes the Interview, they will return the Interview to the [Contract Facilitator](#) electronically via HotDocs document services.

Quality Control

- (11) The [Contract Facilitator](#) will ensure the information provided via the Interview is accurate (names, ABN etc) and generate the [Standard Agreement](#) when satisfied all details are correct and complete. The [Contract Facilitator](#) will then forward the [Standard Agreement](#) for signing in accordance with Part C of this Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Part B - [Non-Standard Agreements](#)

- (12) [Non-Standard Agreements](#) are agreements provided by a third party, or a University agreement which is not available to [Contract Facilitators](#) via Hotdocs document services.
- (13) [Non-Standard Agreements](#) are used in situations which are not provided for under the University's suite of [Standard Agreements](#), or where modification to the terms of a [Standard Agreement](#) is required. The management of [Non-Standard Agreements](#) depends on whether the activity is Not-research or Research related.

Not-Standard (Non-Research) Agreements

Enquiry and Agreement Development

- (14) Staff members wishing to enter into a [Non-Standard Agreement](#) (non-research) must submit an [Online Legal Assistance Form](#) to the Legal Office using the approved electronic form available at scu.edu.au/legal. Relevant documents or background information should be attached to the [Online Legal Assistance Form](#).
- (15) It is important for staff to seek assistance at an early stage in the negotiations so that expert advice is provided on issues such as intellectual property, confidentiality, indemnity, insurance, accounting and reporting requirements.
- (16) Staff must obtain their Head of Work Unit's approval before submitting an [Online Legal Assistance Form](#).
- (17) The Legal Office will advise the staff member seeking assistance of likely timeframes for advice, and will liaise with the staff member to develop a tailored [Non-Standard Agreement](#) for the activity.

Policy Approvals

- (18) Any necessary Policy approvals (refer clause (5)) will be coordinated and obtained by the staff member who is seeking the legal agreement under development.

Quality Control

(19) Following any negotiations, the Legal Office will draft or review the [Non-Standard Agreement](#), make or recommend amendments as negotiated, and where satisfied that legal due diligence has been discharged, will return the agreement with accompanying Legal Compliance Statement to the staff member who submitted the [Online Legal Assistance Form](#), to arrange signing in accordance with Part C of this Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Not-Standard Research Agreements

Enquiry and Agreement Development

(20) All contracts and agreements involving research are to be processed through the Office of Research.

(21) It is important to seek assistance at an early stage in the negotiations so that expert advice is provided on issues such as publication and intellectual property, confidentiality, indemnity, insurance, accounting and reporting requirements.

(22) Staff must obtain their Head of Work Unit's approval before requesting assistance from the Office of Research.

(23) The Office of Research will navigate researchers through the process from project approval to fully signed agreement and establishment of project codes.

Policy Approvals

(24) Any necessary Policy approvals (refer clause (5)) will be coordinated and obtained by the staff member who is seeking the legal agreement under development.

Quality Control

(25) Prior to forwarding for signing the Office of Research may request the Legal Office review the draft agreement. The Office of Research will ensure the information provided via the draft agreement is accurate (names, ABN etc) and complete.

(26) The Legal Office will review the [Non-Standard Agreement](#) (research) and provide advice or make amendments as negotiated (via the Office of Research). Where the Legal Office is satisfied that legal due diligence has been discharged, it will return the agreement with accompanying Legal Contract Compliance Statement to the Office of Research to arrange for signing in accordance with Part C of the Procedure, and the [Delegations Rule](#) and [Schedule A](#).

Part C - Signing

(27) [Standard Agreements](#) and [Non-Standard Agreements](#) may be signed by the third party or the University delegate in whichever order the parties find most suitable.

(28) The [Delegations Rule](#) provides further signing principles which delegates must adhere to. In the event of any conflict between these Procedures and the [Delegations Rule](#), the provisions of the [Delegations Rule](#) prevail.

(29) Documents may be signed by digital or electronic signature where both parties agree. However, in some instances physical signatures may be required (eg contracts for sale of land, certain deeds).

Signing under Seal

(30) Certain documents must be signed under seal of the University, or a third party may request that that a document is executed this way. In such a case the "Sign Under Seal" delegations will be used. This does not affect the agreement development process and normal financial limits for delegates apply.

Part D - Record Keeping

(31) When both the University delegate and third party have signed an agreement (including amending an existing agreement), the University delegate must:

- a. ensure the Legal Office is provided with:
 - i. a completed [Executed Agreement Form](#) (available from scu.edu.au/legal) within 5 working days;
 - ii. if the agreement is valued at more than \$150,000 and one or more parties to the agreement is a private sector entity, a copy of the [GIPA Act Contract Form](#) within 15 working days of execution of the agreement; and
- b. ensure the [Corporate Records Unit](#) is provided with an original copy of the signed agreement, including the commencement date of the agreement.

(32) Upon receipt of an [Executed Agreement Form](#), the Legal Office will create a record for the agreement from available details such as commencement date, end date, value and milestone reminders.

(33) Unless the Legal Office receives advice from the nominated contact or work unit to the contrary, upon agreement expiration legal officers will:

- a. change the status of the contract to "closed" in the Legal Database;
- b. if applicable, remove the contract from the [GIPA Act Contract Register](#).

(34) Where a contract is received in accordance with clause (31), the Legal Office will email nominated contacts in the work unit details of agreements due to expire or due for review.

Section 4 - Amending Existing Agreements

(35) Where the parties wish to amend an existing agreement the same legal review and record management process applies as for new agreements.

Section 5 - Special Arrangements

(36) In some instances, a work unit and the Legal Office may develop specific contract processes for an agreed type or set of agreements. For example, where a work unit regularly deals with a similar agreement which is considered low risk or low value.

(37) In the event a special arrangement is agreed under clause (36), the Legal Office and the relevant work unit will document that process and seek Head of Work Unit approval.

Status and Details

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