



CP#40-08 – Joint Venture Policy

Approved: 12/20/08 | Revised: --/--/--

1. **Purpose of Council Policy:** In compliance with Internal Revenue Service guidelines for approval and management of any joint venture entered into by the International Code Council, Inc. ("ICC"), this council policy outlines ICC's joint venture guidelines to be adopted by the ICC Board of Directors.
2. **Rules and Procedures:**
 - a. **Activities Subject to this Policy:** For the purposes of this policy, the term "Joint Venture" is defined as any arrangement, including contractual or more formal arrangements undertaken through a limited liability company, partnership, or other entity, through which ICC and another entity jointly undertake any activity or business venture, or otherwise agree to joint ownership of any asset. A Joint Venture may include both taxable and tax-exempt activities.
 - b. **Approval and Management of Joint Activities:** Before making any decision to participate in a Joint Venture, ICC will ensure that the Joint Venture furthers ICC's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard ICC's exemption from federal income tax. Such terms shall be in writing in the operating agreement of the Joint Venture and shall include the following minimum requirements:
 - i. With respect to any whole joint venture (that is, a joint venture in which ICC contributes substantially *all* of its assets to the enterprise), ICC's control over the Joint Venture through fifty-one percent (51%) or more of the voting rights and/or veto power;
 - ii. With respect to any ancillary joint venture (that is, a joint venture to which a portion of ICC's resources are contributed), ICC would, at a minimum, have voting and ownership interests in the Joint Venture that are consistent with ICC's capital contributions;
 - iii. A requirement that any subsequent contract with ICC's partner in the Joint Venture be negotiated at arm's length and for fair market value;
 - iv. A requirement that the Joint Venture give priority to ICC's tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and
 - v. A prohibition on activities that would jeopardize ICC's tax-exempt status.
3. Where there is any question as to whether a particular Joint Venture may pose a risk to ICC's tax-exempt status, a decision to enter into such Joint Venture will be made only in consultation with legal and/or tax counsel.