

Guidelines Concerning University Contracts

1. Different Types of Contract

Various types of contract
(Para 24.5 of Previous Policy)

- 1.1 Various types of contract, including but not restricted to the following, may be involved in the research, knowledge transfer and other activities of the University:
- (a) Contracts for appointment of research staff, to be handled by the Human Resources Office.
 - (b) Exchange agreements, to be handled by the Office of Academic Links.
 - (c) Contracts for research, knowledge transfer, consultancy or related services, to be handled by the Office of Research and Knowledge Transfer Services.
 - (d) Non-disclosure agreements and other agreements for the protection of intellectual property rights, described in greater detail in Paragraph 1.2 below.
 - (e) Contracts related to sale of goods and other purchases, to be handled by the Bursar and Director of Finance.
 - (f) Contracts related to buildings and works, to be handled by the Director of Campus Development.
 - (g) Other agreements, including but not limited to training agreements, to be handled by the University Secretary.

Non-disclosure Agreements
(Para 24.7 of Previous Policy)

- 1.2 The University and its staff members are often given access to privileged documents for the purpose of reviewing and assessing research proposals, patent applications etc. For this purpose, nondisclosure agreements may be necessary, and the following arrangements are recommended:
- (a) where the appointee acts purely in an individual capacity, the appointee should sign such an agreement personally; and
 - (b) where the information is given to the appointee in the appointee's capacity as a member of the University, such that the University is expected to have an institutional responsibility for nondisclosure, then the appointee concerned should sign together with the Director of the Office of Research and Knowledge Transfer Services.

2. Signing Authority

Ultimate Authority
(Para 24.1 of Previous Policy)

- 2.1 The power to enter into, vary, perform and cancel contracts on behalf of the University is vested in the Council of the University (Statute 11.8(1)(f) in Schedule 1 of The Chinese University Hong Kong Ordinance, Chapter 1109 of the Laws of Hong Kong) ("Ordinance").

Delegation
(Para 24.2 of Previous Policy)

- 2.2 Subject to the Ordinance and the Statutes contained in Schedule 1 of the Ordinance ("Statutes"), the Council may, subject to such conditions as they may impose, delegate any of their powers and duties to any Board or committees or to any officer (Section 10(3) of

the Ordinance). Except for such delegation, no member of staff may make any contract or enter into any contractual commitment on behalf of the University or any of its units.

Contract made by University
(Para 24.3 of Previous Policy)

2.3 Therefore, a contract made under the authority of the Council of the University, whether executed under seal (Section 17 of the Ordinance refers) or under the hand of a duly authorised agent, will be a contract made by the University. Individual units (e.g. faculties, schools, departments, institutes and centres) are not independent legal entities and cannot enter into contracts except as a duly authorized agent acting on behalf of the University.

Duty of staff and office-bearers
(Para 24.4 of Previous Policy)

2.4 Since the relationship of principal and agent may arise by express appointment or by virtue of the doctrine of estoppel, certain office-bearers may by virtue of their being placed in such positions of authority (e.g. the University Officers, Department Chairpersons/Unit Heads) be assumed by third parties to represent and act for the University and in their dealing with such third parties effectively commit the University to a contract either in writing or orally. Staff and especially office-bearers are reminded that, unless duly authorized to do so, they must not act in such a manner that third parties may gain the impression that they are acting for the University. For avoidance of doubt, staff members should declare to any third party seeking their services that unless explicit authority is given through approved channels, they will not be acting as agents of the University but only in their private capacities. (See also Paragraph 13.4 of the Policy on Research at https://www.orkts.cuhk.edu.hk/images/Research_Funding/Policy_on_Research_2020.pdf)