



ABP Corporate Policy

Joint Venture Policy

In compliance with Internal Revenue Service guidelines for approval and management of any joint venture entered into by the American Board of Pediatrics (ABP), the Board of Directors adopts the following guidelines.

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 the ABP 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.

APPROVAL AND MANAGEMENT OF JOINT ACTIVITIES

Before making any decision to participate in a Joint Venture, the ABP will ensure that the Joint Venture furthers the ABP’s exempt purposes and will negotiate at arm’s length contractual and other terms of participation that safeguard ABP’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:

- With respect to any whole joint venture (that is, a joint venture in which the ABP contributes substantially *all* of its assets to the enterprise), the ABP’s control over the Joint Venture would be through fifty-one percent (51%) or more of the voting rights and/or veto power;
- With respect to any ancillary joint venture (that is, a joint venture to which a portion of the ABP’s resources are contributed), ABP would, at a minimum, maintain sole control over the tax-exempt aspects of the Joint Venture and would have voting and ownership interests in the Joint Venture that are consistent with the ABP’s capital contributions;
- A requirement that any subsequent contract with the ABP’s partner in the Joint Venture be negotiated at arm’s length and for fair market value;
- A requirement that the Joint Venture give priority to the ABP’s tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and
- A prohibition on activities that would jeopardize the ABP’s tax-exempt status.

Where there is any question as to whether a particular Joint Venture may pose a risk to the ABP’s tax exempt status, a decision to enter into such Joint Venture will be made only in consultation with legal and/or tax counsel.

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