Overview – Agreements in R&D and Technology Transfer
R&D

refers to creative work undertaken on a systematic basis in order to increase the stock of knowledge, including knowledge of man, culture and society, and the use of this stock of knowledge to devise new applications.

(OECD)
Technology Transfer

is the process of sharing of skills, knowledge, technologies, methods of manufacturing, samples of manufacturing and facilities among institutions to ensure that scientific and technological developments are accessible to a wider range of users who can then further develop and exploit the technology into new products, processes, applications, materials or services.

(wikipedia)
Contracts

Preliminary Agreements

Collaboration
Contract research

Material transfer

License
Sales
Joint venture

R&D
Exploitation

Technology transfer
Preliminary Agreements

Non binding
- Announcement without intention to be bound
- Written summary of the topics resolved

Binding
- Declaration with intention to be bound
- Obligation to conclude a main contract

Precontract
- Letter of Intent
- Memorandum of Understanding
- Interim Agreement
- Option Agreement
Contracts

Contract

is a legally binding agreement between two or more parties which, if it contains the elements of a valid legal agreement, is enforceable by law or by binding arbitration.

(wikipedia)
Contracts

Funding

Legal Basis

- Public
  - International organisations, EU, national, regional, trusts
    - Funding act
    - Rules for participation
    - Cooperation agreement

- Privat
  - Companies, trusts
    - Research contract
Public funding

Funding Authority

Research Partner A
Research Partner B
Research Partner C
Research Partner X
Research Partner E
Public Funding

Aims

- Funding Authority
  - Greater political aims
- Beneficiray
  - R&D Results
  - Collaboration
  - Money

“If we get this grant, we might be able to afford real microscopes.”
Contracts

Public Funding

Content
- Amount of funding / R&D Activity
- Ownership
- Access Rights
- Exploitation
- Protection
Contracts

Contract Research

Sponsor (private)

Partner A  Partner B  Partner C  Partner X
Contract Research

Aims
- Sponsor
  - Technology
  - Payment
- Beneficiary
  - R&D Results
  - Revenues

"You are completely free to carry out whatever research you want, so long as you come to these conclusions."

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Contract Research

Content
- Subject matter of research
- Payment
- Ownership
- Access Rights
- Exploitation
- Protection
- Publication
- Subcontracts
- Obligation of sponsor to cooperate
Collaboration

Aims

- Common Goal
- Joint planning of R&D project
- Self financing of work shares
- Sharing of results
Collaboration

Content
- R&D obligations
- Ownership
- Access Rights
- Exploitation
- Protection
- Publication
- Management organisation
Exploitation

- Joint Venture
- Sale
- License
TT – What to transfer?

- Copyright
- Trademark
- Patent

General Knowledge

Know-How

Trade Secret
License

Content

- Grant of license
  - Type
  - Right
  - Territory

- Payment
  - Type
  - Invoice
  - Due
  - Accounting
  - Control
License

Content
- IP maintenance
- Foreground
- Defence
- Liability
Purchase

Content
- Product
- Price
MTA

Content
- Material
- Payment
- User Right
- Ownership
- Access Rights
- Exploitation
- Protection
- Publication
- Confidentiality
Joint Venture

- Technology
- Purpose
- New Entity
- Control
- IP
- Revenues
- Assets
- Expenses
- Control

Contracts

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Joint Venture

Content
- Purpose
- Type of entity
- Duration
Contracts

Confidentiality

Money Source
- public
- private

Partner A
Partner B
Partner C
Partner X

3rd party
Confidentiality agreement

Content
- Secrecy obligation
- Right of use
- Duration
  - Contract
  - Secrecy
- Documents / Material
General

- Contracting parties
- Preamble
- Contract Number
- Duration
- Warranty / Liability
- Dispute Resolution
- Choice of law
- Jurisdiction
- Severability clause
- Dates
- Signatures