



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

**„NEGOTIATING INTERNATIONAL R&D AND  
TECHNOLOGY TRANSFER CONTRACTS  
– INTELLECTUAL PROPERTY RIGHTS,  
VALUATION AND DISPUTE RESOLUTION “** Brussels, 12 November 2010

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Contracts

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)

**PRO** *vendis*



"Our new idea is really big."

## Technology Transfer

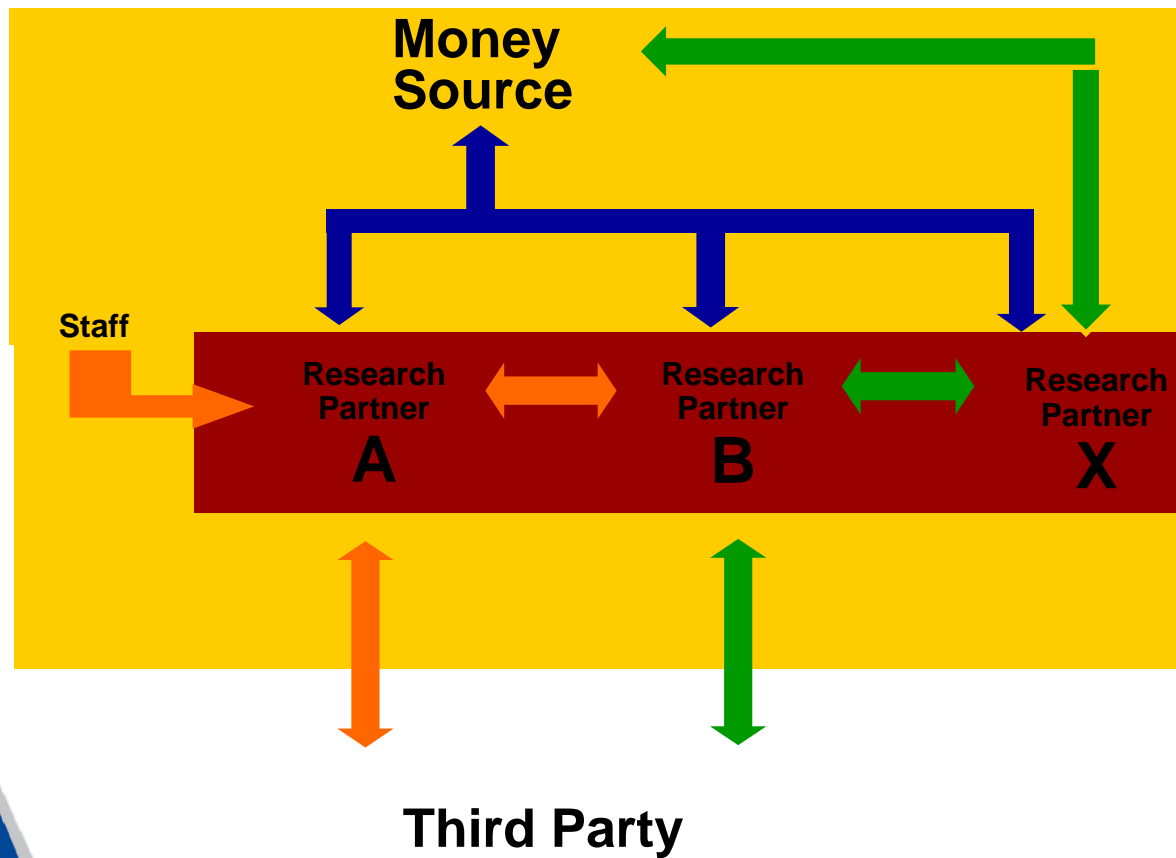
- is the process of sharing of skills, knowledge, technologies, methods of manufacturing, samples of manufacturing and facilities among .....institutions to ensure that scientific and technological developments are accessible to a wider range of users who can then further develop and exploit the technology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

(wikipedia)



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# R&D + TT-Agreements



**Money**

**Collaboration**

**Exploitation**

**Confidentiality**

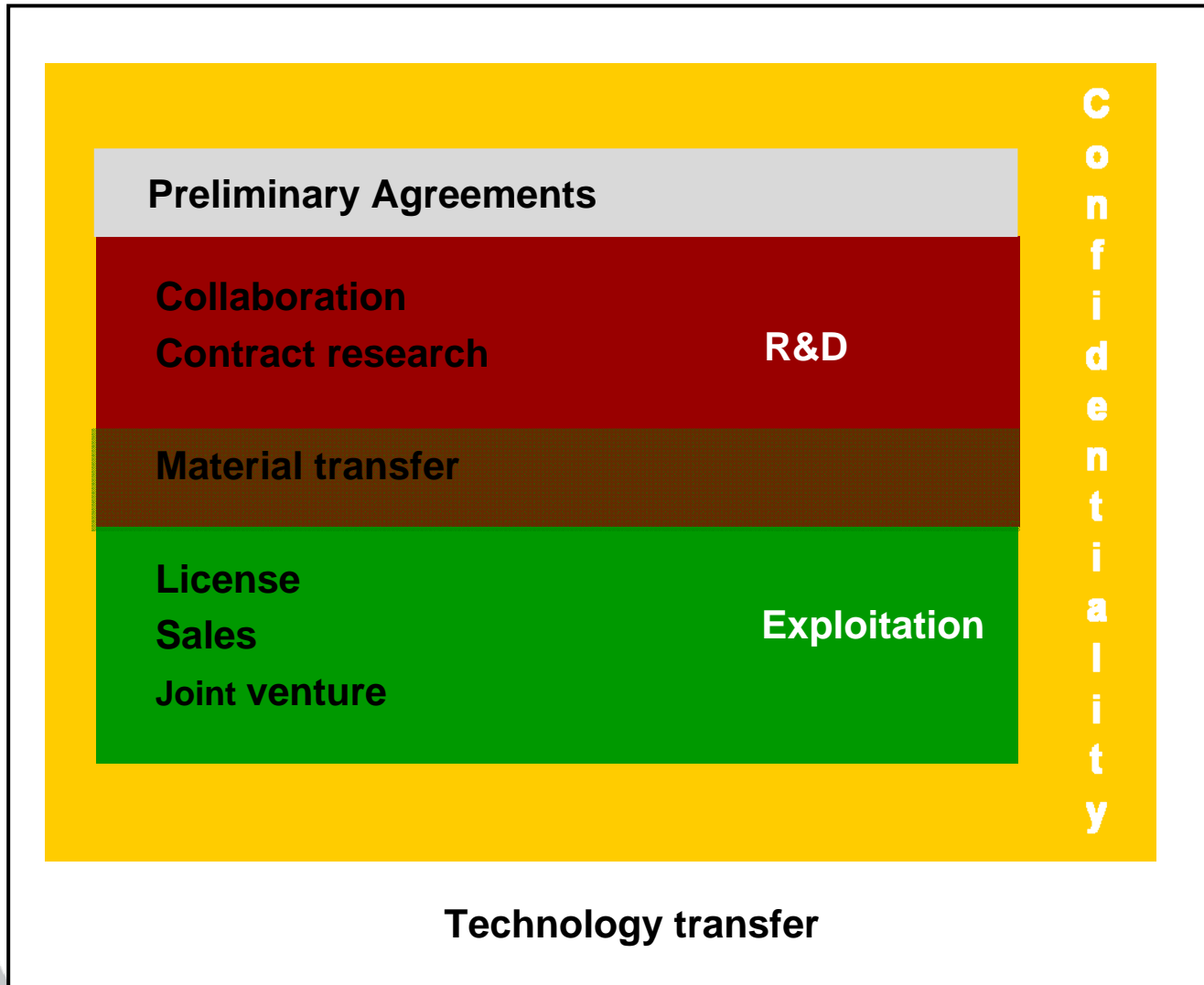
**Staff Exchange**

**Sub-order**

**Supply**

**Consultancy**

**Endowed chair**



## Preliminary Agreements

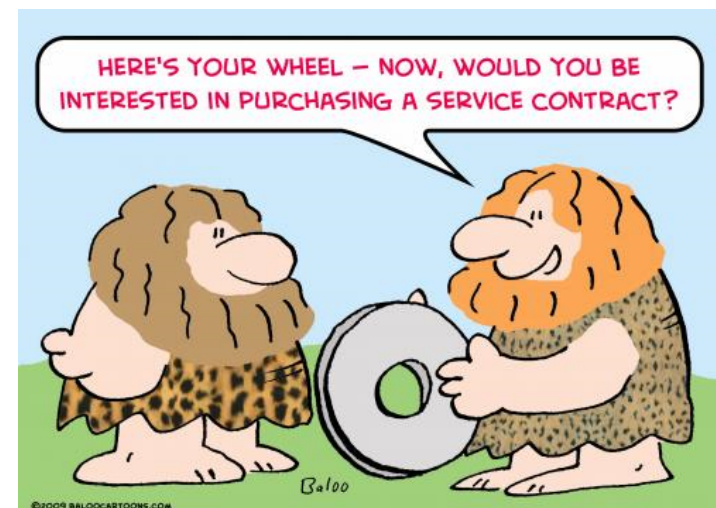
<b>Non binding</b> Announcement without intention to be bound  Written summary of the topics resolved	<b>Binding</b> Declaration with intention to be bound  Obligation to conclude a main contract
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**Precontract**  
**Letter of Intent**  
**Memorandum of Understanding**  
**Interim Agreement**  
**Option Agreement**

## 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

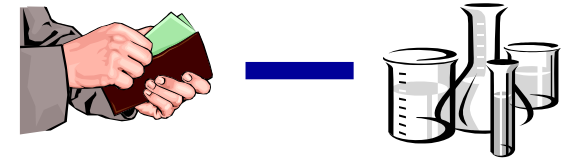
- ▶ Companies, trusts
  - Research contract



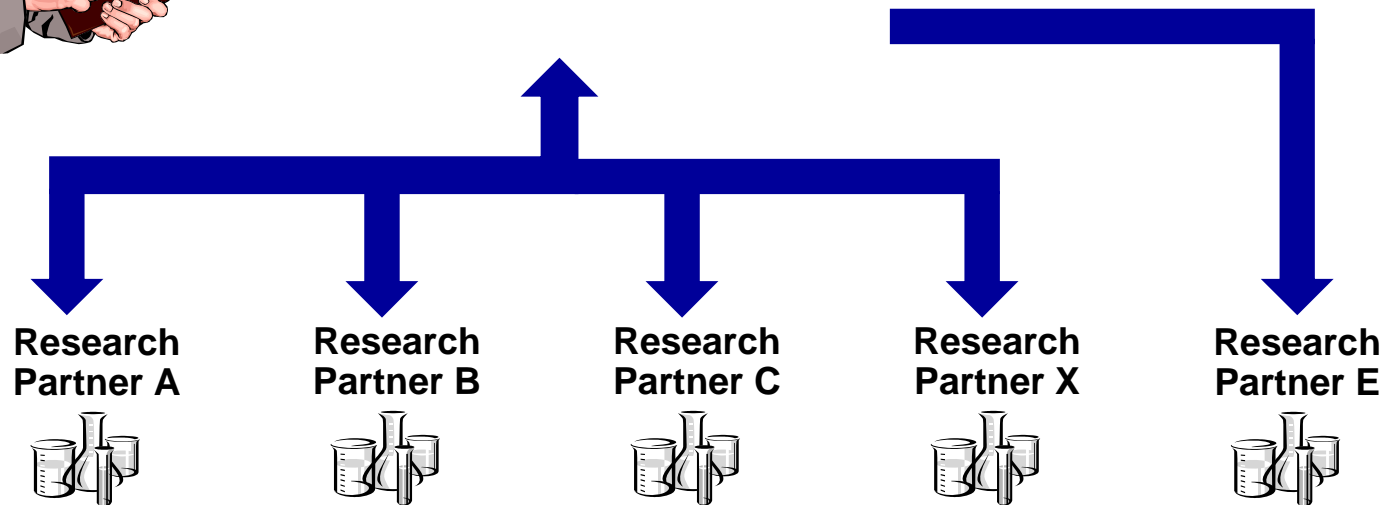
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Public funding

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**Funding Authority**



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## Public Funding

### Aims

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



"If we get this grant, we might be able to afford real microscopes."

## Contracts

# Public Funding

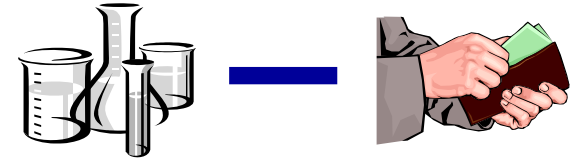
### Content

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

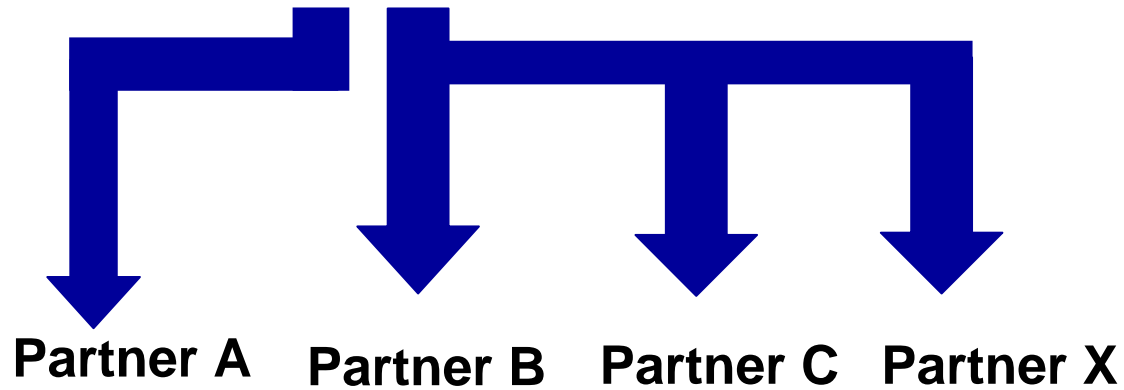
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Contract Research

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**Sponsor (private)**



## 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."

## Contracts

# Contract Research

### Content

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

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Collaboration

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### Money Souce

Partner A

Partner B

Partner C

Partner X



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## Collaboration

### Aims

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





## Contracts

# Collaboration

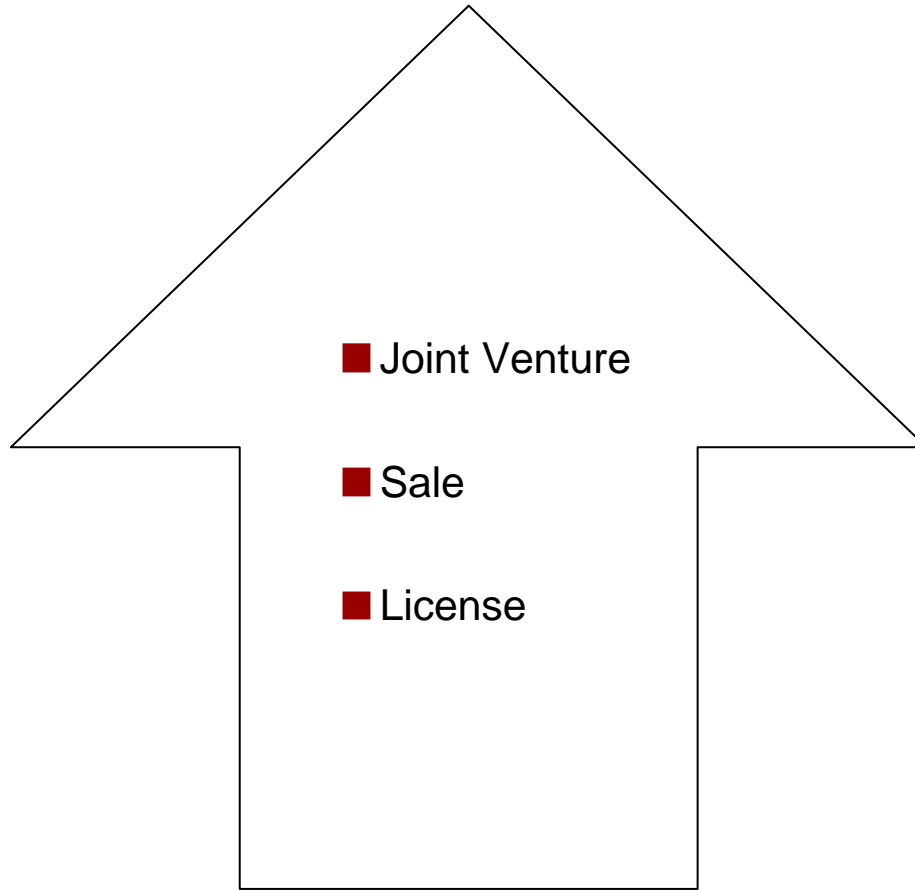
## Content

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

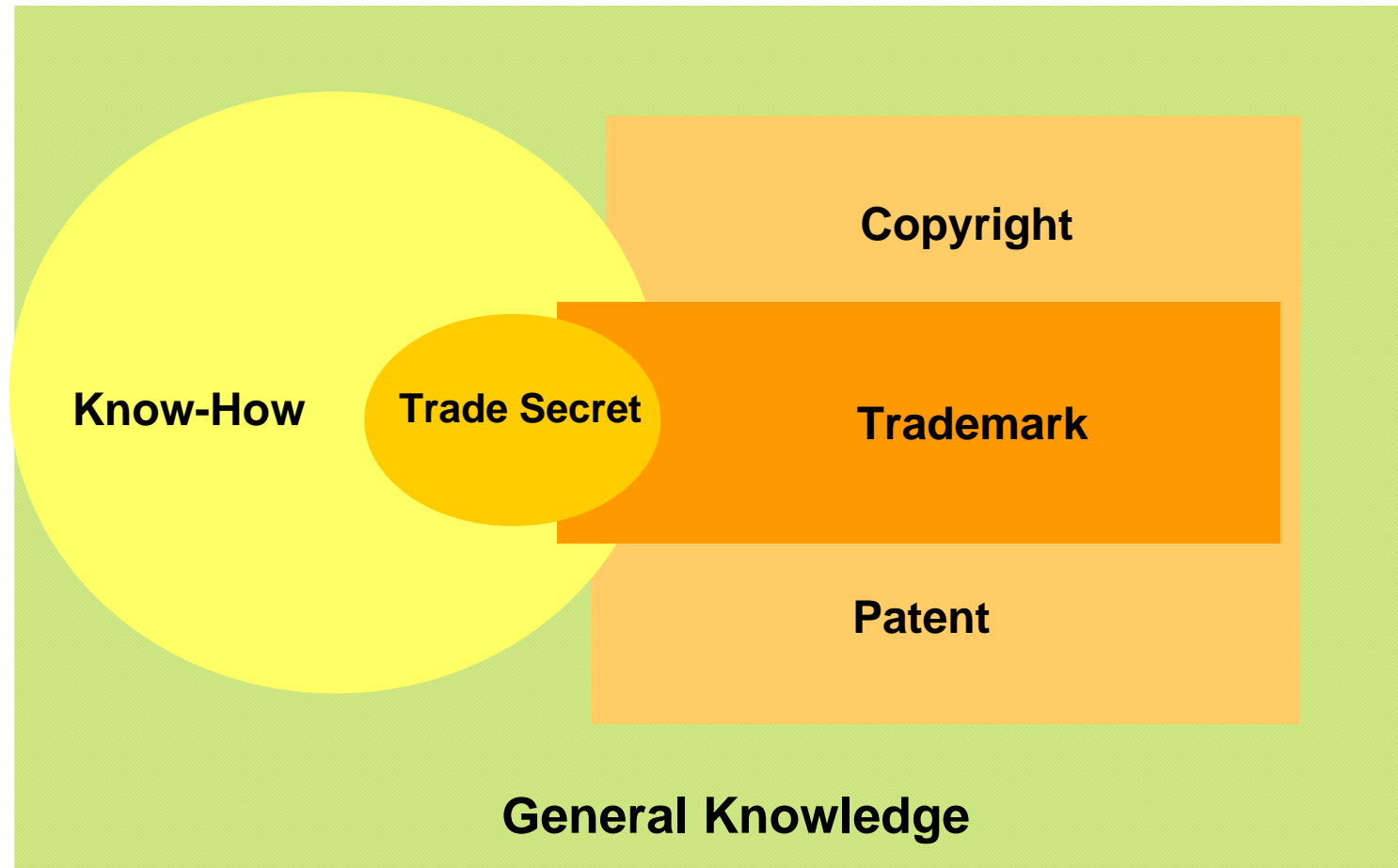
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Exploitation



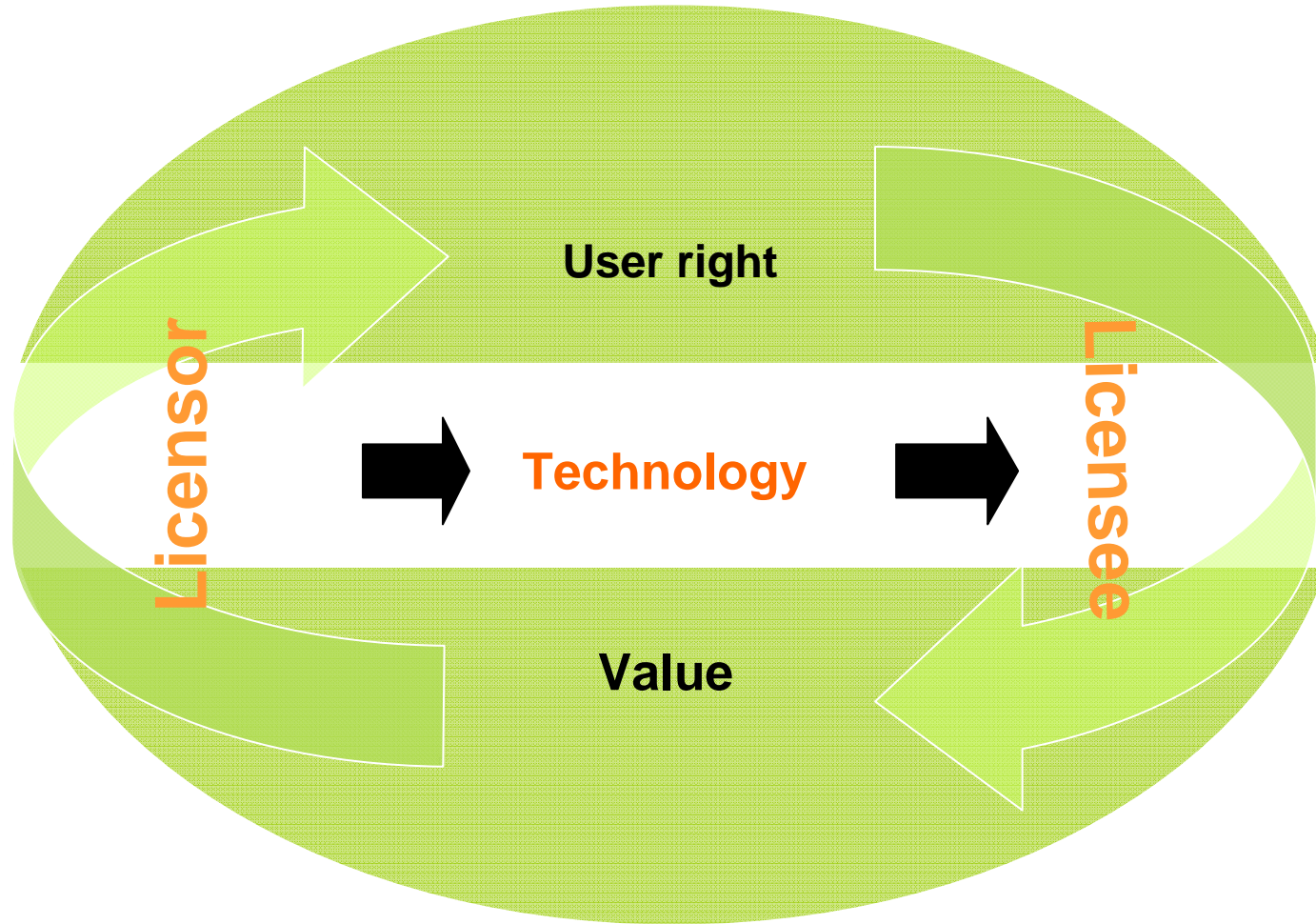
## TT – What to transfer?



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License



**Contracts**

# License

**Content**

■ Grant of license

- ▶ Type
- ▶ Right
- ▶ Territory

■ Payment

- ▶ Type
- ▶ Invoice
- ▶ Due
- ▶ Accounting
- ▶ Control

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License

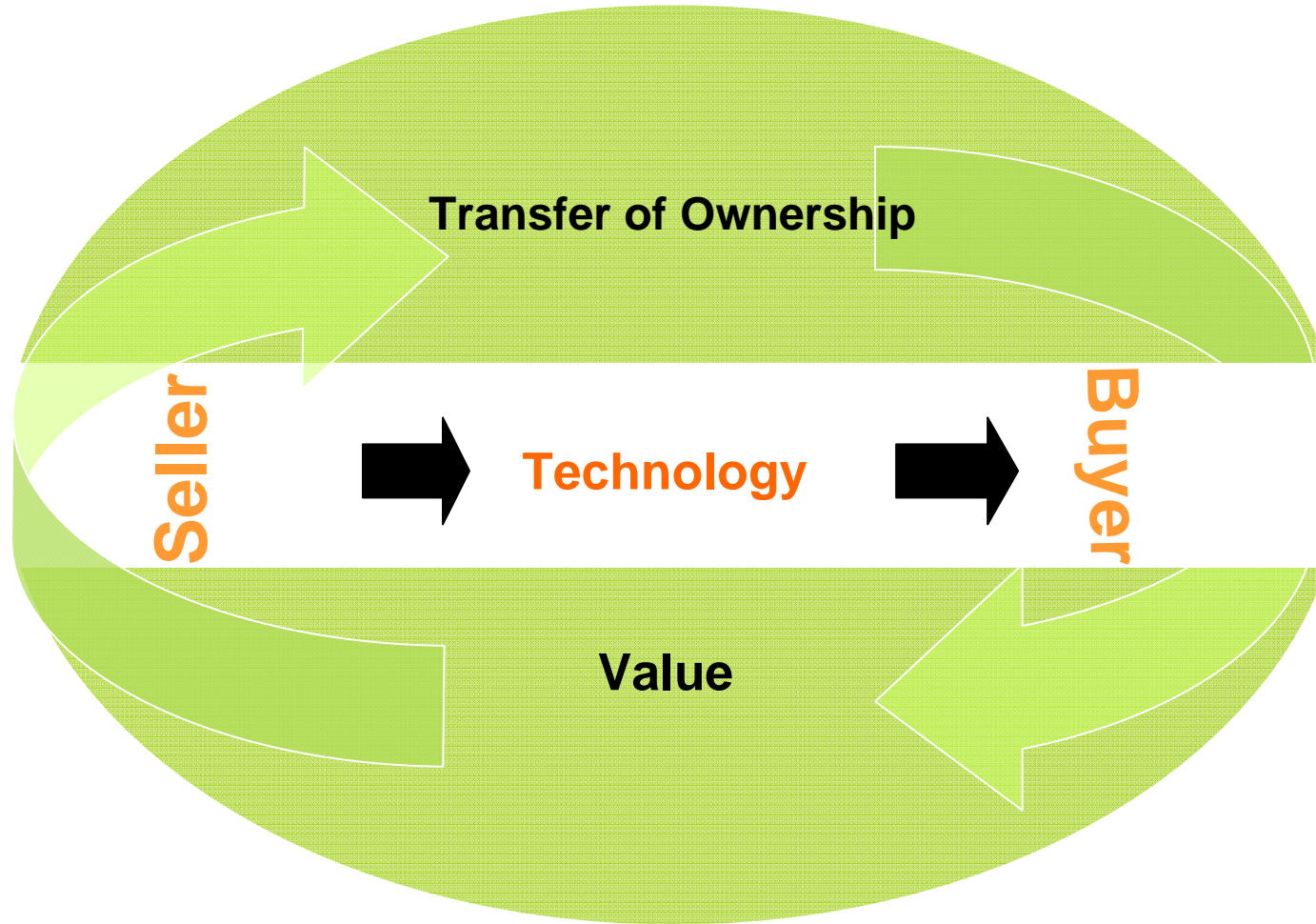
Content

- IP maintenance
- Foreground
- Defence
- Liability

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Purchase



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Purchase

Content

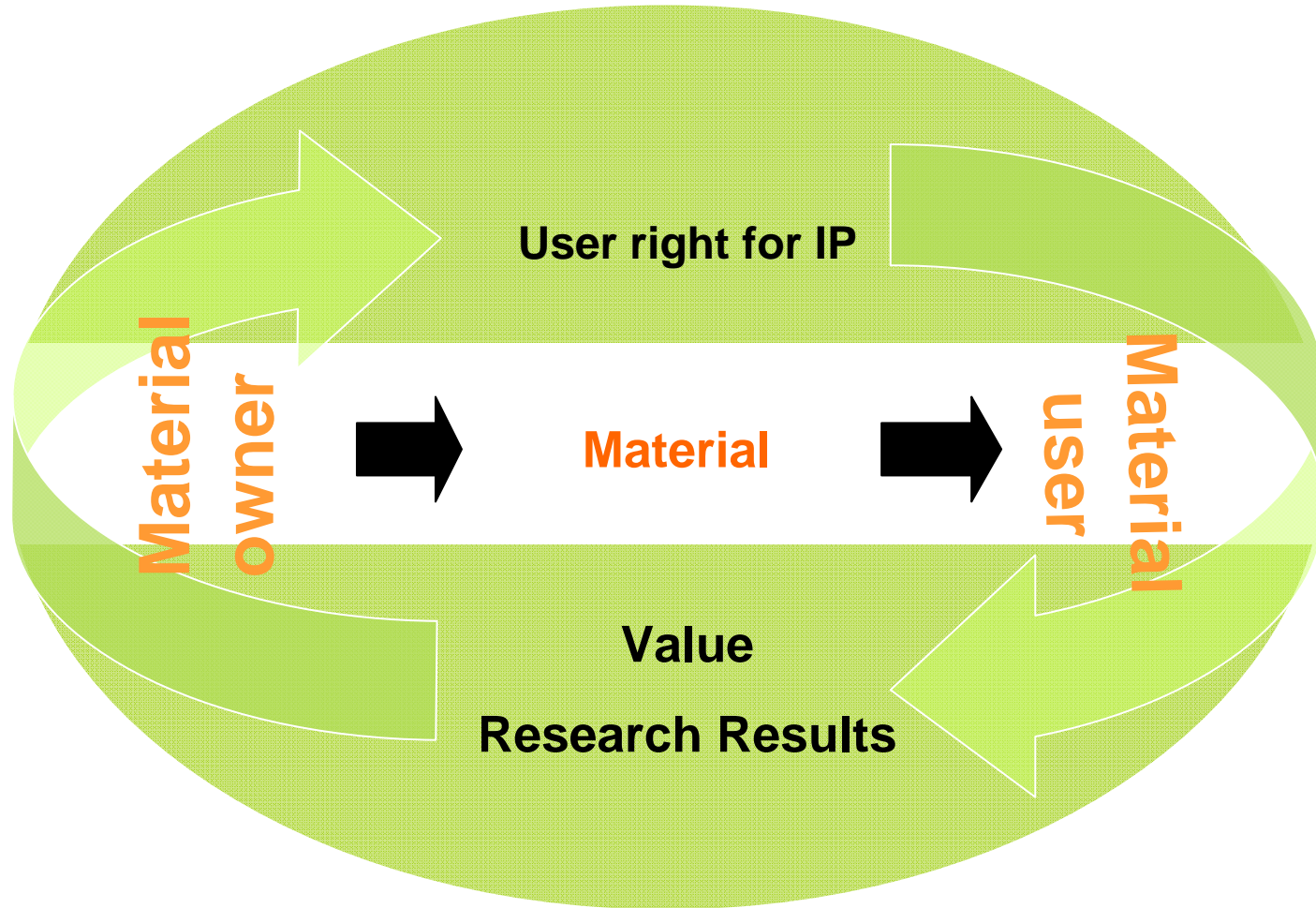
■ Product

■ Price



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MTA



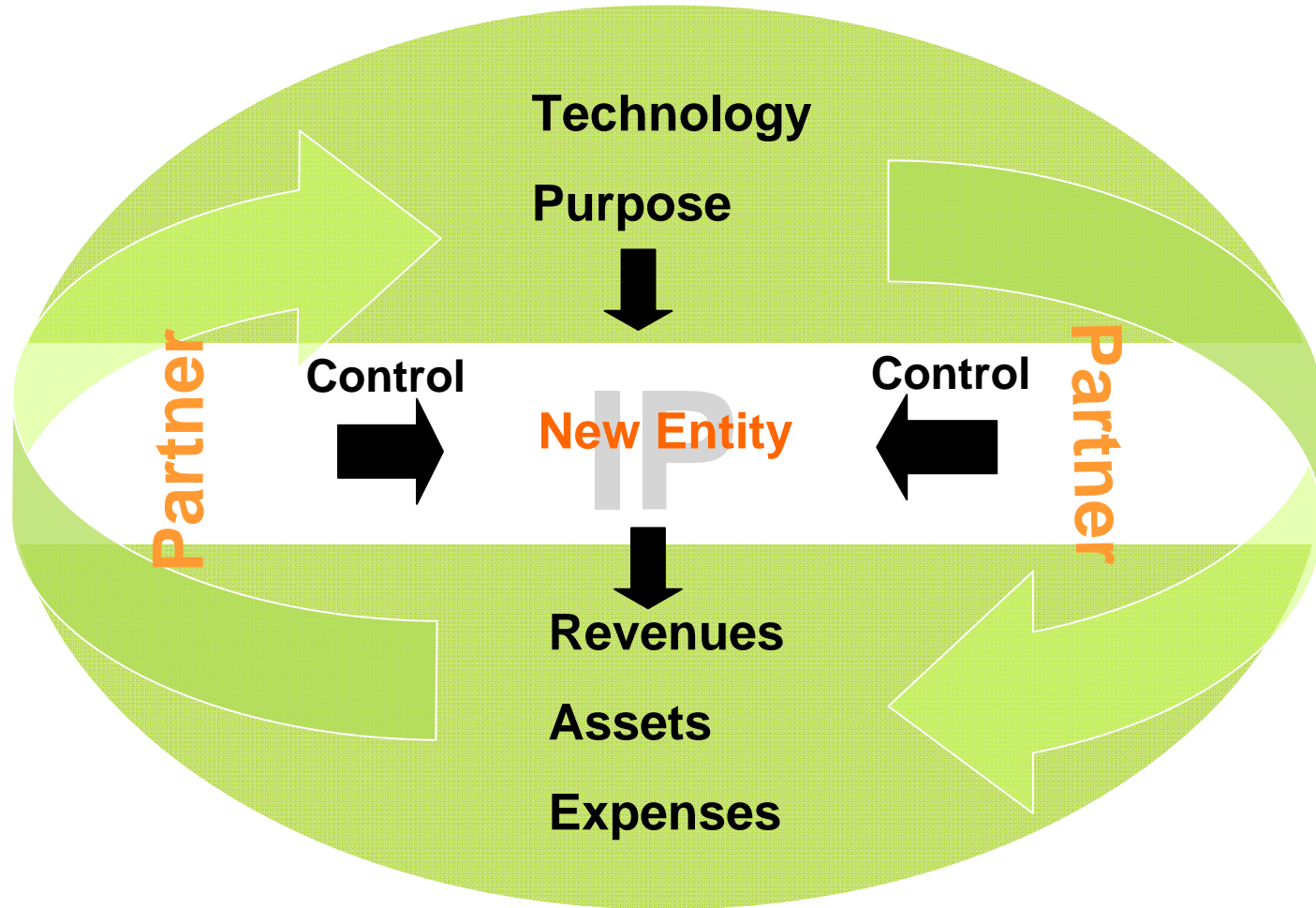
## Contracts

### MTA

#### Content

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

# Joint Venture

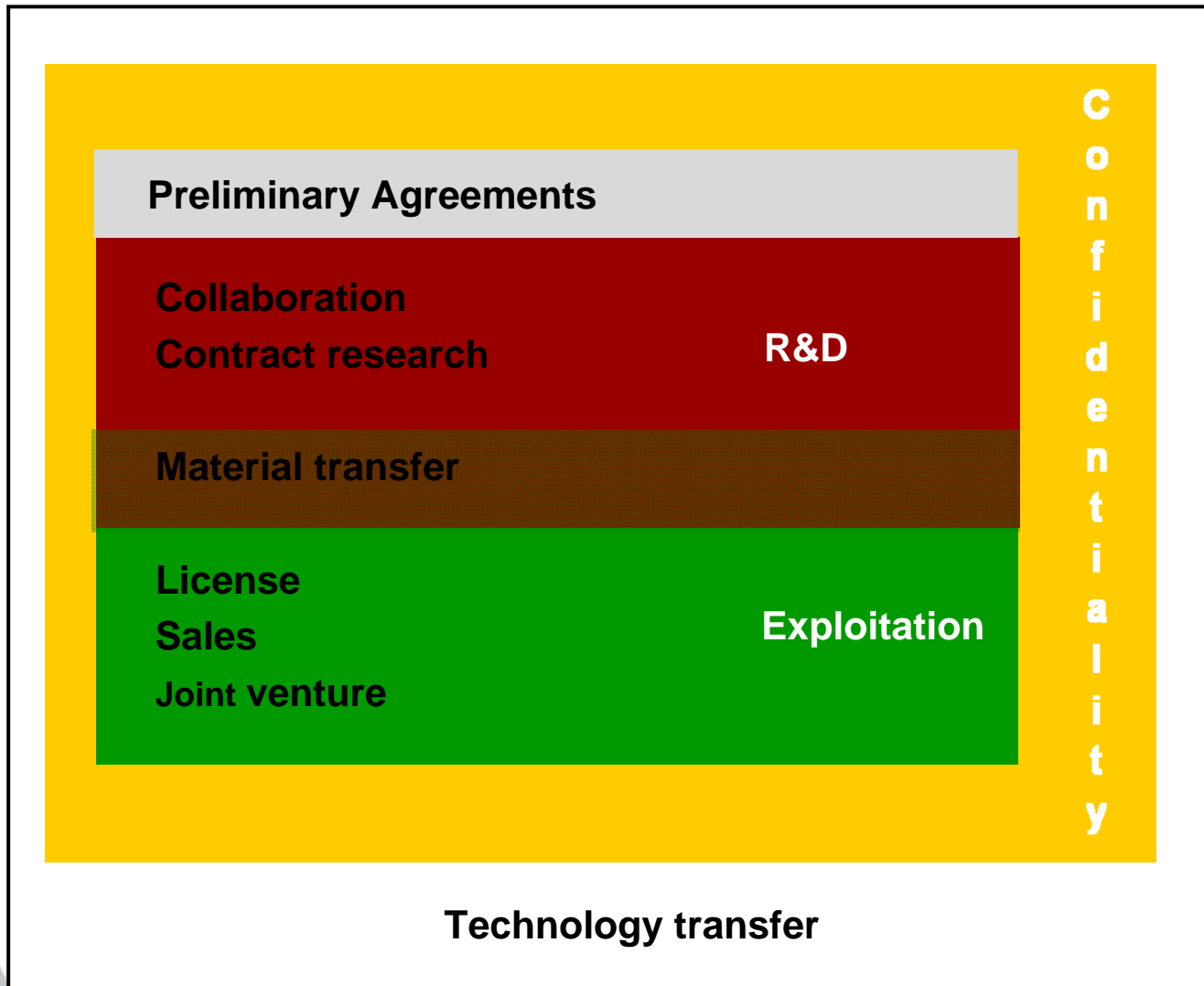


**Contracts**

# Joint Venture

**Content**

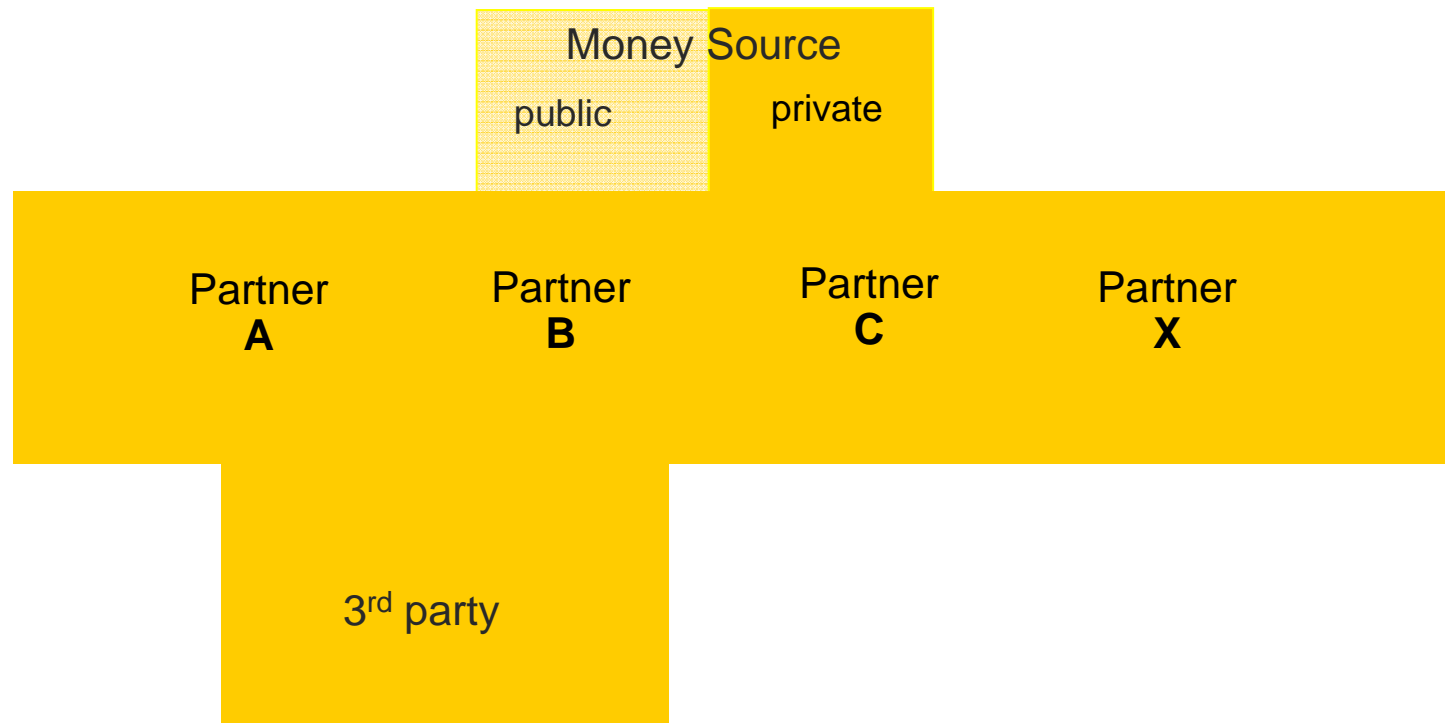
- Purpose
- Type of entity
- Duration



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Confidentiality

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## Contracts

# Confidentiality agreement

### Content

- Secrecy obligation
- Right of use
- Duration
  - ▶ Contract
  - ▶ Secrecy
- Documents / Material

## Contracts

# General

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