

Principal Investigator should be aware that there may be restrictions on theses and other publications; thus is cautioned in considering the employment of graduate students.

Article 15 - Ownership and Commercial Exploitation of Intellectual Property

The question of who has the right to so-called "intellectual property" in a research endeavour is a very complex one. In the first place, the particular project may be a portion of a large body of knowledge which resides in the university or in the corporation or both. It is obviously important for both the corporation and the university to limit disclosure to the project at hand. One should also anticipate that the work may trigger ideas or open up paths of investigation for the researchers. Instead of trying to capture some of these rather ephemeral aspects of the transaction, Option I is structured in such a way that the results spelled out in the "Deliverables", and any other Intellectual property belong to the company. Sharing between the corporation and the university to some degree in the commercial profits derived from the research is provided.

Option II gives title of the deliverables to the Company but the other Intellectual property generated by the research agreement belong to the university which in turn grants extensive licenses to the sponsoring company. Again attention has to be paid as to what the "deliverables" are and to what extent they are included in the provisions governing intellectual property.

Reference is made to negotiating a royalty in keeping with industry norms. In these negotiations consideration should be given to the contribution of both parties, the scope of the protection afforded by patents, copyright or other intellectual property rights, exclusivity or non-exclusivity of the license, the amount and duration of the royalty, the rights to sublicense, performance obligations of the company and other relevant matters.

Since conditions of joint ownership vary so considerably, no option for such circumstances is provided for in this model. However, the possibility of joint ownership is recognized and it is expected that details of such an arrangement would be identified in a manner similar to Options I&II.

Article 17 - Special Conditions

Each situation is likely to produce problems and solutions beyond any general guideline. The Article on Special Conditions could cover some of the following:

1. Accommodation of employees of Company in performing R&D on university premises or vice versa;