

POLICY FOR THE TRANSFER OF RESEARCH RESULTS OF THE PONTIFICIA UNIVERSIDAD CATÓLICA DE CHILE

TITLE I

GENERAL RULES

1. OBJECTIVE OF THIS POLICY

- Art. 1 The University has among its goals the development of new knowledge and its dissemination in an environment that will enhance the talent of the members of the university community, structured around its underlying principles.
- Art. 2 The University recognizes that the transfer of research results is an appropriate and effective means to accomplish the abovementioned goals.
- Art. 3 For the purposes of this POLICY, the transfer of research results consist of the licensing of research results, the possible assignment of rights, and the creation of entities for the development, exploitation and/or commercialization of those results that have the participation of at least one member of the University community or of the University. These entities will be herein referred to as “*Spin-off*”.

Research results shall mean all inventive or creative knowledge that can be licensed and that belongs to the University as it is established within the POLICY OF INTELLECTUAL AND INDUSTRIAL PROPERTY OF THE UNIVERSITY.

- Art. 4 The present REGULATION establishes the procedures whereby the members of the university community can participate in the transfer of research results by means of licenses or by the creation of a “*Spin-off*”.

Such processes shall be brought before the Office of Transfer and Development of the Research Vice Rector, hereinafter the “Office”.

TITLE II

PROCEDURE TO OBTAIN A LICENSE

1. LICENSE APPLICATION

- Art. 5 In order to obtain a license for research results, the members mentioned in Article 4 shall apply to the Office using the appropriate form.
- Art. 6 Any license application submitted to the Office must be accompanied by the corresponding background information.

2. APPROVAL OF THE LICENSE APPLICATION

Art. 7 As a rule, all contracts related to research results shall consist in a license, without directly implying the assignment of the rights to the research results. The license may be exclusive or non-exclusive over a certain territory or period of time.

Exceptionally, the University may decide to assign the rights of the research results, in accordance with the provisions of Title III.

Art. 8 Subsequently to the reception of a license application that will include the background information mentioned in Articles 5 and 6, the Office will decide on its approval or rejection.

3. RIGHT TO LICENSE

Art. 9 What is stated under the present title does not affect the University's right to license research results independently or by a designee, in favor of a third party under the terms agreed upon jointly with the party.

TITLE III

PROCEDURE TO OBTAIN ASSIGNMENT OF RIGHTS

1. ASSIGNMENT OF RIGHTS

Art.10 The assignment of rights of research results that implies the transfer of University property to a third party must be previously authorized in writing by the Rector or by his designee, after consulting the pertinent Dean or Deans.

2. USE OF RESEARCH RESULTS FOR EDUCATIONAL, ACADEMIC AND RESEARCH PURPOSES

Art. 11 If the University assigns the right of a research result, it may waive its right to freely and permanently use those research results assigned for educational, academic and research purposes. In subjection to what is indicated within the POLICY OF INTELLECTUAL AND INDUSTRIAL PROPERTY OF THE UNIVERSITY, in cases where intellectual property exists. The waiver mentioned above must always comply with a previous authorization in writing by the Rector of the University or by his designee. What is stated within the present Article shall also apply to the grant of licenses regulated under TITLE II of the present REGULATION.

TITLE IV

THE “SPIN-OFF”

1. Request for approval

- Art. 12 In order to have a “*Spin-off*” approved, the members mentioned in Article 4 of the present REGULATION must submit an application before the Office, using the appropriate form.
- Art. 13 Any application for a “*Spin-off*” submitted to the Office must be accompanied by the background information requested by it.

2. Promoting the creation of a spin-off

- Art. 14 For the purposes of the present Regulation, the University may license the research results in favor of the “*Spin-off*” in more favorable terms and conditions, than to a third party. For example: granting a first license option, conferring better royalty payment conditions, or awarding a longer license period, among other terms and conditions.

- Art. 15 Any university academic who participates in a “*Spin-off*” may ask the Rector or his designee for a leave of absence or a change in his working hours, by means of a temporal suspension of duties or a change in his working hours with the right for his placement to be reserved. The leave or change of working hours will not be remunerated or in certain cases subjected to the corresponding adjustment of the salary, but with no loss of seniority. The abovementioned benefits cannot be granted for longer than two years, unless the Rector decides otherwise. The University shall grant the benefit as long as the budget of the School, Institute or Academic or Administrative unit can afford it.

The approval of the creation of a “*Spin-off*” will not indicate that the abovementioned benefit is granted. It must be expressly approved.

- Art. 16 All the abovementioned is without prejudice of any other benefit that the University may define to encourage the creation of a “*Spin-off*”.

3. Use of university infrastructure by the “Spin-off”.

- Art. 17 The University may allow the use of its premises or other services, such as the University’s Information Technology resources and networks that are compatible and convenient for the *Spin-off*’s activities, provided that the researchers or a “*Spin-off*” request it. The request must be submitted to the Vice-Rector, after consulting the Dean or Deans involved. If the Vice-Rector accepts the request, he will determine the conditions for its use.

TITLE V

RELATIONSHIP AMONG THE UNIVERSITY, THE “SPIN-OFF” AND THIRD PARTIES

1. Relationship between the University and the “Spin-off”.

- Art. 18 The University’s procurement of services or the purchase of goods supplied by the “*Spin-off*” will be valued at market prices.
- Art. 19 The Office will supervise the University’s interests within the *Spin-off*’s, according to the framework of the existing POLICY. Accordingly it will insure and supervise the adequate performance and the compliance of the entered agreements.

2. Participation of the University in the “Spin-off”.

- Art. 20 Whenever the University participates in the *Spin-off*’s capital and has the right to choose a director or a member of a governing body, this designation is to be done by the Rector.

3. Participation of the University’s staff members or any other individual under contract in the “Spin-off”.

- Art. 21 The “*Spin-off*” shall not recruit University staff members without previously informing the Finance and Management Vice-Rector.
- Art. 22 Notwithstanding the abovementioned, the following rules shall apply to the members mentioned in Article 4:
- a. They may become shareholders of the “*Spin-off*”, withdrawing profits as such and at the same time, be able to receive royalties for the research results that are licensed to the “*Spin-off*”, whenever it applies, in accordance to their ownership of the research results;
 - b. They may participate and be informed about the on-going license negotiations with the University, provided this does not involve conducting direct negotiations with regard to its terms and conditions, nor transgressing contracts within the University or the University rules regarding conflicts of interest;
 - c. They may not take upon the position of manager or president of the “*Spin-off*” if they are under a contract with the University, unless expressly authorized by the Rector;
 - d. They may serve as Chief Scientific Officer or Consultant, provided they inform the University, the decision will be subject to approval. The procedure is set forth in the POLICY FOR CONFLICTS OF INTEREST;
 - e. They must declare conflict of interest if under contract and have participated in the development of research results; as well as members who continue performing research at the University. Consequently they shall not use University resources in benefit of the “*Spin-off*”, subject to Article 18..

4. Conflicts of Interest between the University and the “Spin-off”.

Art. 23 The identification and resolution of conflicts of interest and conflicts of commitment related to the “Spin-off” will be subject to the POLICY FOR CONFLICTS OF INTEREST and POLICY FOR CONFLICTS OF COMMITMENT determined by the University.

5. Implementation of the Regulation to contracts

Art- 24 It shall be understood that the current POLICY is an integral part of the licensing contracts or the contracts entered by *Spin-offs* and performed by the University.

6. Distribution of benefits

Art. 25 The benefits obtained by the transfer of research results, from licenses or the incorporation of *Spin-offs*, shall be conducted according to the proportion established in the POLICY OF INTELLECTUAL AND INDUSTRIAL PROPERTY OF THE UNIVERSITY.

TITLE VI

FINAL PROVISIONS

Art. 26 The present REGULATION will not imply any authorization to use the University’s logos or trademarks by the spin-off or by any of the members who participate in it. They will not make of public knowledge or publicly disclose the existence of any kind of tie or relationship with the University. To that end, the Vice-Rector for Finance and Management will grant a previous authorization and will determine the terms and conditions for the use of such logos and trademarks or for the likelihood of publicly disclosing this tie or relationship.

EXCLUSION

Art. 27 The Rector may determine that certain entities created by the University, which are intended for the development, exploitation and commercialization of research results, will be excluded from the present scope of this POLICY.