



*Presented by*  
**Falconbury**

# 2-day Drafting International R&D Collaboration and Joint Venture Agreements

**5-6 December 2024**

Two intensive days to ensure the drafting of clear, structured, risk-free collaborative R&D and joint venture agreements for maximum commercial success.



**Format:**  
Live online



**CPD:**  
12 hours for your records



Certificate of completion

# Course overview

**This practical and interactive two-day course explains what you need to know and do to get the best commercial results from your R&D and joint venture agreements,** whether they are operating in the UK or across borders.

When you are embarking on a project which is in partnership with another organisation, be they academia or industry, both parties need to agree on the thorny topics of IP ownership, other common provisions and the type of collaboration structure that will suit them both. The allocation of risk and ancillary aspects such as confidentiality, material transfer agreements and heads of terms also have to be wrestled with.

The expert trainer covers the following key topics from a UK and international perspective:

- IP ownership and rights of use
- Sole, joint and segmented ownership and rights of use
- EU and UK competition law
- Software agreements
- Types of party and collaboration structure
- Ancillary agreements

The use of interactive case studies and exercises throughout this course will help embed the learning.

## Benefits of attending

By attending this course, you will:

- **Understand** the full extent of the project and each party's role and responsibilities
- **Appreciate** the substantial impact that intellectual property rights have upon your agreement
- **Explore** the benefits of each of the key collaboration structures and which one is the best fit for your commercial objectives
- **Identify** the most important common provisions, which you should recognise and deal with correctly
- **Recognise** the key points to consider when contracting internationally

There will be adequate time during the programme for discussion and to ask the expert trainer your questions.

## Who should attend?

This course has been designed to give a comprehensive overview of R&D collaboration and JV agreements. It's applicable to all those who are new to these agreements, or are looking for a refresher, including:

- In-house lawyers
- Contract managers
- Technology transfer managers
- Patent attorneys
- Private practice legal advisers
- Others who are involved in the negotiation, drafting and management of R&D and joint venture agreements

The expert trainer will use case studies, exercises and discussion sessions throughout the event to help embed the learning.

# Programme

Contract services

- .Contract services – imposing the correct levels of obligation
- .Joint R&D – pitfalls and essential points
- .Objectives – covering all parties' objectives and explaining these in the agreement
- .Contributions – different ways of contributing to collaboration and research
- .Obligations and deliverables – imposing specific measurable targets
- .Responsibility for outcome/allocation of risks – importance of wordings in obligations
- .Case studies, examples and discussion
- .Background and types of IP – who owns what and who will own what IP in the future
- .Foreground IP – importance of covering all future IP developed
- .Improvements - importance of covering all future IP developed
- .Sole, joint and segmented ownership and rights of use – different ways of carving up the pie
- .Case studies, examples and discussion

Change control provisions

- .Confidentiality - 11 points which must be covered
- .Change control provisions – different ways of change occurring and wordings for clauses
- .Payment arrangements – milestones, triggers, performance bonds
- .Exclusivity and non-compete – important points
- .Avoidance of conflicts – dispute resolution systems
- .Acceptance arrangements
- .Limitations on liability – requirement for specificity in the clauses
- .Termination and withdrawal – termination for cause and insolvency
- .Code of conduct – when to use them, what to impose
- .Choice of law and jurisdiction – some basic considerations for these clauses

EU and UK competition law

- .EU and UK competition law
- .The key UK and EU legislation
- .Applying the Block Exemptions – the expansion of the exemption net
- .Risk assesment and mitigation – points to consider
- .The impact of Brexit on R&D and JV agreements and steps to take

# Programme

## Day 2

### Software agreements

- Scope of works
- Acceptance process
- Third-party licences – considerations before granting these licences
- Usual restrictions
- Maintenance and support/service levels – the importance of negotiating and specifying metrics for effective SL Agreements
- Case studies, examples and discussion

### Types of party and their priorities

- Commercial
- Universities
- Charities
- Funders
- Examples and discussion

### Types of collaboration structure

- Contractual joint venture – different types of JV agreements and their terms
- Non-corporate joint venture
- Joint company
- Common problems with each type of co-operative structure
- Case studies, examples and discussion

### Ancillary agreements

- Confidentiality agreements – 11 essential points to cover
- Material transfer agreements – who uses them and the main points to cover
- Heads of terms – their importance and advantages in pharma industry agreements

### Case study workshop

- Interactive discussions on example contracts
- Practical drafting exercises

### Final questions

# Presenter



**Richard Brady**

**Richard Brady** is a lawyer who has spent many years working in Europe and the Middle East in the legal, financial and insurance arenas. He has a degree from Cambridge College of Teachers (2005) on Teaching English and founded the British Legal Centre in 2010. He has taught professional legal skills in many companies around the World, including Deloitte and Touche, EY, White & Case, Baker McKenzie, Shalakany Law Office, DLA Piper and Clifford Chance. He has also conducted live training courses at legal departments of corporations, including: Shell Oil, Master Foods, Air Liquide, DAMAC (Dubai), ENKA (Turkey) EMBRACO/Whirlpool (Brazil), and Mowasalat (Qatar).

His specialist areas include contract law, contract drafting, M&A in the pharma industry, arbitration law and FIDIC contracts.

# Course date

5-6 December 2024

Live online

09:30-17:00 **UK (London)** (UTC+00)

Course code 14355


GBP **999** ~~1,199~~

EUR **1,439** ~~1,719~~

USD **1,647** ~~1,959~~


Until 31 Oct

## How to book

 **Online:**  
[ipi.academy/2722](https://ipi.academy/2722)

Alternatively contact us to book, or if you have any queries:

 **Email:**  
[info@ipi.academy](mailto:info@ipi.academy)

 **Phone:**  
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## Discounts

- Booking more than one delegate on any one date qualifies for a **15% discount** on the second and subsequent places.
- Most events qualify for an **early booking discount** prior to 6 weeks before the course date. Be sure to check on our website, where the latest discounts will be shown.

## Further information

**Fee**  
The fee includes all meals and refreshments for the duration of the course (for venue-based courses) and a complete set of course materials (provided electronically). If you have any particular requirements, please advise customer services when booking.

**Please note**  
IPI Academy (and our training partners) reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled, we will refund the registration fee and disclaim any further liability.

**Terms and conditions**  
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**IPI**  
Academy

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