MEMORANDUM OF UNDERSTANDING RE. OTHER INTELLECTUAL PROPERTY

Between:

ASSOCIATION OF ACADEMIC STAFF UNIVERSITY OF ALBERTA
(“AASUA”)

- and -

THE GOVERNORS OF THE UNIVERSITY OF ALBERTA
(“University”)

WHEREAS:

The University has in place a policy covering ownership, licensing and commercialization of patentable intellectual property and a regulation covering ownership of copyright, and these documents are found in the various agreements between the AASUA and the University;

The parties have recognized a need to create a definition of, and principles that would apply to, the ownership of intellectual property, not including copyright or patentable intellectual property (“Other IP”);

The following is the agreed upon course of action:

1. An Agreement Review Committee (ARC) will be struck in accordance with Article 5 of the various academic staff agreements to review and prepare for the parties a proposed definition of Other IP and the principles that would apply to the ownership of Other IP (the “principles”), within the parameters contained in this MOU.

2. The principles will recognize that, subject to Section 5 e. below and with some exceptions that will be clarified, the academic staff member that creates Other IP is, as opposed to the University, the owner of that Other IP unless the University is required to obtain such ownership: (a) by law, (b) to comply with obligations to external parties, (c) to comply with a directive from a government or a government agency or (d) to comply with obligations to any other funding body. Any such obligations or government directive under (b) through (d) shall be disclosed to the academic staff member before work that generates IP is conducted or a contract is executed.

3. The principles will recognize the University’s interest in having an immediate, irrevocable and royalty free license from the owner of the Other IP material with the ARC making recommendations on the scope of use granted by the license;

4. Recognizing that the University has an obligation to protect the interests of all members of the University community and recognizing that different members of the University community may have different interests, the principles must address the interests of all members of the University community;

5. The ARC will need to take into consideration in establishing the principles, the limitations and restrictions that must be included, which limitations and restrictions include:
   a. Any changes must not be retroactive;
b. The principles must permit the University to effectively and efficiently manage the situations referred to in 2 (b) through (d) above including management of research grants and contracts on its own behalf and on behalf of members of the University community, and in particular members of the AASUA, and must include provisions that allow the University to do so;

c. The principles must be consistent with the University’s policies, procedures and mandates relating to the use and publication of research results and cannot impair its ability to create, disseminate and use knowledge;

d. The principles must recognize the unique issues that arise in collaborative research settings; and

e. The purpose of the principles is not to create a concept of ownership that does not subsist, and accordingly cannot be advanced, in accordance with relevant laws.

6. This MOU is subject to approval by the University’s Board of Governors or its relevant sub-committee and, if required, the General Faculties Council or its relevant sub-committee.

7. This MOU is subject to approval by the AASUA’s Council or its relevant sub-committee.

DATED at the City of Edmonton, in the Province of Alberta, this 12th day of January, 2010

[Signatures]

Walter Dixon
President, AASUA

On behalf of the AASUA

[Signature]

Carl G. Amrhein
Witness

Provost & Vice-President (Academic)

On behalf of the University