

*FLOSS Legal Terminology: Understanding the Concepts*  
***FLOSS impact on TT contracts***

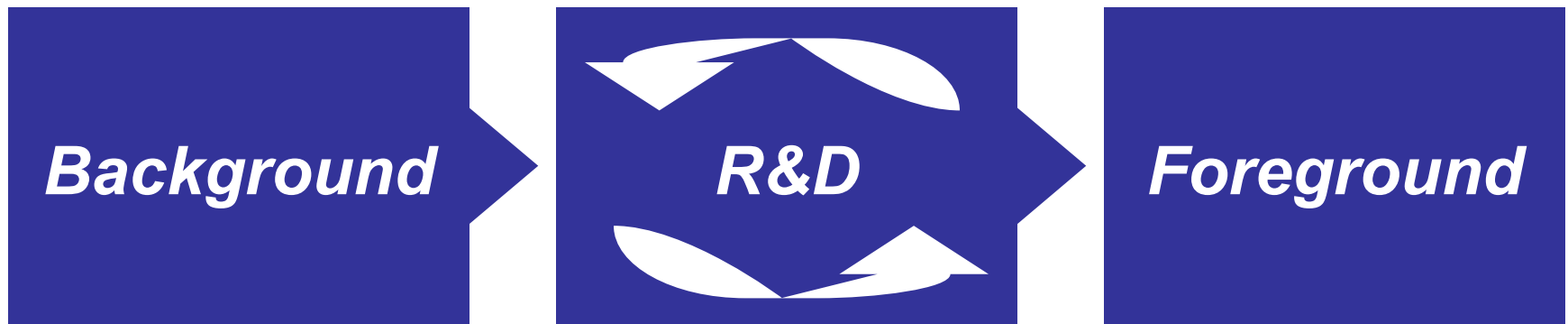
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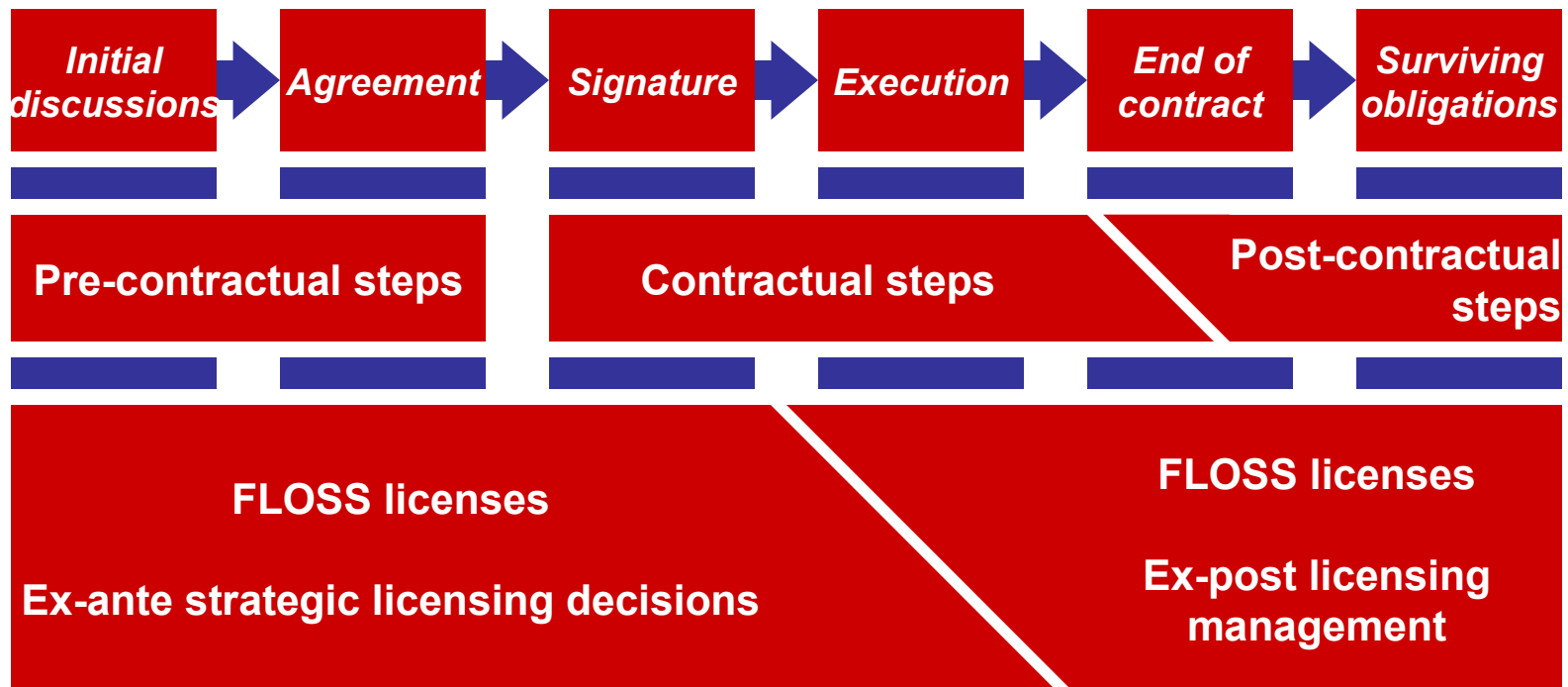
# Technology Transfer (TT) contracts

Technology and/or IP focused agreements creating obligations enforceable by law (through transfer of ownership or licensing)

## Technology Transfer Contract(s)



# TT contracts lifecycle and FLOSS



# Transferable assets

## Common assets in TT contracts

**Copyrights**

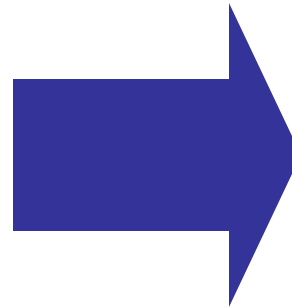
**Industrial Property**  
**Trademarks**  
**Patents**  
**Design patents**

**Know-how**

**Secrets**

**Domain names**

**Databases**



## Common assets in FOSS licenses

**Copyrights**

**Industrial Property**  
**Trademarks**  
**Patents**

# NDA in TT contracts vs FLOSS

- NDA (Non disclosure agreements)
  - Legal contract between parties instauring confidentiality and usage restrictions on material that they wish to share
- NDA can strongly impact FLOSS
  - not solely a philosophical issue
- FLOSS obligations
  - Depends on FLOSS license used
    - Also depends, for contextual licenses, on the architecture used
  - Main issue relates to reciprocal licenses (GPL vX, ...)
  - BUT : obligations exist solely in case of distribution
- NDA management
  - In most cases, issues can be avoided (academic licenses, ...)
  - However, for derivative developments based on original GPL components and used through distribution among NDA's signing parties, FLOSS licenses prevail

FLOSS licenses are commonly (*miss*)understood

- FLOSS licenses as TT legal proxies
  - Share a common philosophy with academic research and publishing (*facilitate the contractual TT objective understanding*)
- FLOSS licenses as TT organizationnal proxies
  - Speak a common language with R&D departments (*understand the finality of the TT action*)
- FLOSS licenses as TT network proxies
  - FLOSS licenses are known contracts (*ease the understanding of diffusion options*)

# Why FLOSS for TT?

FLOSS licenses offer a framework designed to

- **Create trust and confidence**
  - Trust in the product (through rights granted to licensees)
  - Sustainability of investments
  
- **Optimize R&D**
  - FLOSS frameworks optimize collective developments (open innovation)
  - Facilitate the creation of dynamic ecosystems through common legal proxies
  
- **Maximize diffusion abilities and network effects**
  - Facilitate collaboration
  - Compensate - through signalling - weak marketing and communication investment abilities (**a classic for public TT activities**)

# FLOSS impact on TT contracts

- Academic licenses
  - Reciprocal licenses
  - Contextual licenses
- } *Specific impacts*

Main issue relates to the interoperability between

1. FLOSS license and TT contract terms
2. FLOSS licenses of third party components used

**FLOSS licenses are not neutral**

- What kind of assets are concerned?
- What is the environment?
- **WHAT IS THE VALUE PROPOSAL?**