

Guidelines on Governing the Management of Part-time Research Personnel and the Pricing of Technology in Exchange for Equity Stakes

Approved by the 9th Administrative Meeting on December 25, 2019, fall semester of Academic Year 2019

Approved by the 3rd Administrative Meeting on October 5, 2022, fall semester of Academic Year 2022

Article 1 Based on the “Regulation governing the management of part-time research personnel and the pricing of technology in exchange for equity stakes” of the National Science and Technology Council, the “Regulation governing the management of part-time research personnel and the pricing of technology in exchange for equity stakes at the National Sun Yat-sen University” (hereinafter referred to as “the regulation” or “this regulation”) is established to manage part-time research personnel and the pricing of technology in exchange for equity stakes at the NSYSU.

Article 2 The terms used in this Regulations are defined as follows.

1. Researchers: Refers to full-time teachers, full-time researchers, and full-time (part-time) administrative managers of the NSYSU who engage in scientific research.
2. The pricing of technology in exchange for equity stakes: Refers to the equity in for-profit businesses acquired by using intellectual property rights and achievements or technology transfer as the consideration.
3. Start-up company: Refers to a company that has been established and registered under the Company Act of the Republic of China for less than eight years or a company whose products require a longer time to develop or to get the company listed on stock exchanges due to the nature of its product, service, or technology and the company has been recognized by the NSYSU as a start-up company.
4. Property interest:
 - 4.1 Movable property, real property.
 - 4.2 Cash, deposits, foreign currencies, and securities.
 - 4.3 Creditor's rights or other property rights.
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Article 3 In this regulation, the business needs for scientific research refer to the following tasks that the researchers engage in with the permission of the NSYSU:

1. For the purpose of transferring technology to enterprises, institutions, or groups, the work engaged in for the commercialization of research and development results or technology promotion and management.
2. Participation in the creation of new businesses using research and development results.

3. Research and development work performed at the site of enterprises, institutions, or groups to commercialize products.
4. Other tasks necessary for scientific research.

Article 4 For the business needs for scientific research, if consented by the NSYSU, a researcher may take up the following part-time jobs in enterprises, institutions, or groups:

1. A position that is related to the research field of the researcher's job at the NSYSU and the position is not an executive job.
2. If the NSYSU is the provider of R&D technology for a startup company, the researcher may take up a director's position on the board.

If the NSYSU president intends to take up the post, his or her concurrently holding the previous post must be approved by the Ministry of Education.

If a researcher takes up a part-time job in item 1, the total part-time hours shall not exceed eight hours during office hours per week. A researcher may not take up more than four part-time jobs. Researchers are not subject to the limit on the number of part-time jobs allowed in Article 6 of NSYSU's "Regulation governing full-time teachers working part-time at for-profit institutions (groups)".

If other regulations allow more favorable treatments, they should apply, notwithstanding the rules in this regulation on part-time jobs in item 1 and the allowable part-time hours occurring during normal work hours in item 3.

Article 5 Researchers who take up part-time jobs as defined in item 4, in compliance with NSYSU's "Guidelines governing full-time teachers taking part-time jobs at for-profit institutions (organizations)", should enter into contracts with such businesses, institutions, or groups to require their compensation, the receipts and utilization of which are handled also in accordance with "Guidelines governing full-time teachers taking part-time jobs at for-profit institutions (organizations)."

Article 6 If an NSYSU researcher earns from the company that has profited from his or her research and development results the company's shares when it incorporated, shares in capital increase due to the pricing of technology, or shares from consolidated shares as stock dividends, such shares may not exceed 40% of that company's total shares, but the shares of a start-up company are not subject to this restriction.

Article 7 When an NSYSU researcher, for the business needs for scientific research, takes up part-time jobs or pricing technology in exchange for equity stakes in accordance with items 3 and 4 of this regulation, NSYSU's " Regulation governing the conflicts of interest avoidance and information disclosure in using National Sun Yat-sen University Research and Development Results " applies. The researcher should fill out the " The Form for

avoidance of conflict of interest and information disclosure in using National Sun Yat-sen University Research and Development Results " to disclose whether or not he or she has any of the following interest relationships with the for-profit business that is hiring him or her or is pricing technology in exchange for equity stakes. The same applies as well to agreements obtained after undertaking the research and development results:

1. The principals and their spouse and minor children received a total of more than NT\$150,000 in property interest from that for-profit enterprise within the previous year, or they held more than 5% of the equity in the for-profit enterprise.
2. The principals, their spouse, children, parents, grandparents, grandchildren, or siblings serve as the person in charge, director, supervisor, or manager of the for-profit business. If the case worker, reviewer, or decision maker of the part-time jobs or pricing technology in exchange for equity stakes case in item 1 have any of the preceding interest relationships with the for-profit business in question, they should recuse themselves from the case.

The researcher in item 1 should declare his or her interest relationships with the for-profit business that is hiring him or her or is pricing technology in exchange for equity stakes to the NSYSU Office of Global Industry-Academe Collaboration and Advancement (hereinafter referred to as OGIACA) regarding business transactions and financial relationships.

The OGIACA should carefully keep the declared information, regularly announce the cases involving researchers under item 1 who have taken up part-time positions or pricing technology in exchange for equity stakes, and report the same information to the National Science and Technology Council.

Regarding the impact of the part-time job of a researcher on their own full-time work and the promotion of academic and industrial benefits, Article 6 item one of the NSYSU's "Regulation governing full-time teachers working part-time at for-profit institutions (groups)" shall be applied to periodically review the situation.

For the other matters regarding conflicts of interest avoidance and information disclosure for researchers under item 1 working part-time or pricing technology in exchange for equity stakes, the provisions of NSYSU's " Regulation governing the conflicts of interest avoidance and information disclosure in using National Sun Yat-sen University Research and Development Results ".

Article 8 NSYSU researchers, while working part-time and within two years of termination of employment at NSYSU, should avoid business transactions concerning procurement or project plan reviews with the original businesses, institution, or group and their affiliated companies where they worked part-time. However, when such avoidance is not conducive to fair competition or public good, the researchers may apply to the NSYSU

for exemption. The exemption should be reported to the National Science and Technology Council for reference.

Article 9 Matters not covered in this regulation should be handled in accordance with the rules in relevant regulations such as "Regulation governing the management of part-time research personnel and the pricing of technology in exchange for equity stakes", "Regulation governing full-time teachers at public schools working part-time", "Regulation governing NSYSU full-time teachers working part-time at for-profit institutions (groups)", and "Regulation governing the conflicts of interest avoidance and information disclosure in using National Sun Yat-sen University Research and Development Results ".

Article 10 This regulation was adopted at a University Executive Council meeting and submitted to the president for approval and implementation. Revisions shall follow the same procedure.