

銘傳大學衍生新創企業實施辦法

Ming Chuan University Procedures for Derived Start-up Businesses

中華民國 109 年 5 月 25 日第 174 次擴大行政會議通過
Passed at the 174th Expanded Administrative Council Meeting on May 25, 2020

- 第一條 銘傳大學(以下簡稱本校)為鼓勵教職員工生利用本校資源所開發衍生之研發技術及專業知識或商業營運基礎，投入衍生新創企業之設立，以促進我國產業發展與增加本校研發能量與校務基金之來源，特訂定本辦法。
- Article 1 Ming Chuan University (hereinafter referred to as the University) encourages faculty, staff and students to engage in the establishment of derived start-up businesses by adopting developed technology, professional knowledge and business operating foundations derived from the resources of the University to promote the industrial development of the country, improve the University's research and development energy and increase the sources for university affairs funding.
- 第二條 本校教職員工生及聘請從事研究開發者欲使用本校研發成果而衍生新創企業，應依本實施辦法辦理。本校教職員工生已離校者，如其在校期間確用本校資源者，亦受本法之規範。
- Article 2 MCU faculty, staff and students and those who were hired to engage in research and development affairs and want to use the research and development achievements of the University to derive start-up businesses should follow these Procedures. Faculty, staff and students who have left the University are subject to these Procedures if they actually used the resources of the University while they were at MCU.
- 第三條 本辦法所稱本校教職員工生，如下列項次所示：
一、本校專任教師（含專案教師）。
二、職員工（含約僱人員）。
三、研究人員、學生（含在職專班）。
四、畢業五年內之校友。
- Article 3 Faculty, staff and students referred to in these Procedures include:
1. Full-time faculty of the University (including special program faculty).
2. Staff and employees (including contract personnel).
3. Research staff and students (including those in work-study programs).
4. Alumni who have graduated within the recent 5 years.
- 第四條 本辦法所稱本校資源，指本校教職員工生使用本校以下資源：
一、軟體，包含網路資源、材料、人力等。
二、硬體，包含場地、設備等。
三、研究發展成果或智慧財產權。
四、依產學研發相關合作計畫規定，屬於本校應享有之有形資產或無形權利。
五、其他依相關法令規定或實務上足以認定為本校資源者。
- Article 4 University resources in these Procedures refer to the following University resources used by MCU faculty, staff and students:
1. Software - including network resources, materials and manpower, etc.
2. Hardware - including spaces and equipment, etc.

3. Research results or Intellectual property rights.
4. Tangible assets or Intangible rights that belong to the University as regulated in Industry-academia R&D Collaboration Projects.
5. Items that should be recognized as University resources according to relevant laws and regulations or in practice.

第五條 衍生新創企業審議委員會：

- 一、由副校長擔任召集人，成員如下：研究發展處處長、財務處處長、法務處處長、總務處處長、人力資源處處長、產學暨推廣處處長為該會之當然委員，並得由校長指派或授權召集人另行邀請校內外相關專家學者七至九人組成，其聘期為二年一任，得連任。
- 二、本校相關業務負責人依需要得為該會議之報告或列席成員。
- 三、會議之決議須以三分之二以上委員出席，出席委員三分之二以上同意行之。
- 四、委員會負責審議衍生新創企業之適切性、效益性及可行性。
 - (一) 適切性之審議包含策略符合性、時機適切性、及程序合宜性等，並考慮對重要利害關係人之衝擊。
 - (二) 效益性之審議包括市場分析、產品與行銷及投資與獲利等。
 - (三) 可行性審議包含營運模式、競爭分析、創業經營團隊及技術與智慧財產權等、財力與成長評估。
 - (四) 使用本校資源研發成果之權利金、回饋本校之股權比例或現金。
- 五、與衍生新創企業有利益關係之本校教職員工等不得擔任審議委員。

Article 5 Derived Start-up Business Review Committee:

1. The Vice President serves as committee Chair. The Executive Director of Research and Development Division, Controller of the Controller's Division, Executive Director of Legal Affairs Division, Dean of General Affairs Division, Executive Director of Human Resources Division and Executive Director of Industry-academia Collaboration and University Extension Division are ex-officio members. The president may assign or empower the committee Chair to invite seven to nine professionals or scholars from on and off campus to join the committee. The terms of committee members are two years and may be renewed.
2. Responsible staff of the University may present or report at the meeting as needed.
3. More than two thirds of the committee members must be present to have a quorum for a meeting, and any resolutions made by the committee must be with the agreement of two thirds of those in attendance.
4. The committee is responsible to review the relevancy, effectiveness and feasibility of the derived start-up business.
 - (1) The review of relevancy includes policy compliance, appropriate timing, and procedural suitability, etc. and also considers the impact on important stakeholders.
 - (2) The review of effectiveness includes market analysis, product, marketing, investing and profit, etc.
 - (3) The review of feasibility includes mode of operation, analysis of the competition, business operations group, technology and intellectual property rights, etc., financial resources and assessment of growth potential.
 - (4) Options for using the research results from university resources via stock share percentage or cash as profit return to the University.
5. Any university faculty, staff or students who have conflict of interest with the derived start-up business cannot serve as a review committee member.

第六條 衍生企業申請及審查，以產學暨推廣處為承辦單位，作業程序如下：

- 一、提報申請：衍生企業提具相關申請文件。
- 二、書面審查：由產學暨推廣處進行書面審查。
- 三、個案初審：依個案性質，邀請校內、外專家組成審議小組進行初審。
- 四、個案複審：初審通過後由「衍生新創企業審議委員會」進行複審，申請人應列席簡報說明。本校相關業務負責人得列席會議，並視需要進行相關報告或說明。
- 五、簽訂合約：本校與前項核准之企業商議權利義務並簽訂合約，始得成為本校之衍生企業。

Article 6 Industry-academia Collaboration and University Extension Division is the responsible unit for the application and review of the derived start-up businesses. The operation procedures are as follows:

1. File application: Derived start-up business provides relevant application documentation.
2. Document review: Document review conducted by Industry-academia Collaboration and University Extension Division.
3. Case preliminary review: Based on the case type, invite specialists from on and off campus to form a Review Subcommittee for preliminary review.
4. Case secondary review: After passing the preliminary review, the “Derived Start-up Business Review Committee” is responsible for the secondary review. Applicant should attend the meeting for briefing. The responsible staff at the University may attend the meeting and report or explain when needed.
5. Sign contract: The University negotiates rights and obligations with the approved company and the contract is signed; then the company is a derived company of MCU.

第七條 衍生新創企業之申請應檢附下列文件：

- 一、衍生新創企業申請表
- 二、衍生新創企業營運計畫書(包含組織章程及使用校內資源表)
- 三、衍生新創企業回饋承諾書
- 四、衍生新創企業進駐育成中心申請書(視個案需求)

Article 7 The following documents should be prepared when applying for a derived start-up business:

1. Derived Start-up Business Application Form.
2. Derived Start-up Business Operations Plan (including organizational charter and table of university resources being used)
3. Derived Start-up Business Pay-back Commitment.
4. Application for Derived Start-up Business to station in Innovation & Incubation Center (based on the need of the individual case).

第八條 本校於衍生企業所占持股比例或其他回饋方式，經「衍生新創企業審議委員會」審議，依個案以契約明定之。為永續經營校園創新創業發展，約定回饋金額之 40%撥給產學暨推廣處作為發展業務之用。

Article 8 The stock share or other profit return of the derived start-up business to the University is to be reviewed by the Derived Start-up Business Review Committee and written in the contract for each individual case. To continuously sustain on-campus development of innovation and entrepreneurship, 40% of the agreed-upon return will be assigned to Industry-academia Collaboration and University Extension Division for official development use.

第九條 有關本校衍生新創企業之培育、輔導事務與智慧財產權之相關諮詢協助由本校產學暨推廣處統籌辦理。產學暨推廣處應建置相關機制，就衍生新創企業利用本校資源之價值進行評估，以供委員會審查參考。

Article 9 The incubation and consultation of a university-derived start-up business and relevant assistance in intellectual property rights are to be handled by the Industry-academia Collaboration and University Extension Division of the University. Industry-academia Collaboration and University Extension Division should establish relevant mechanisms to evaluate the value of university resources used by derived start-up businesses as review references for the Committee.

第十條 本校衍生新創企業得享有進駐育成中心之權利，並提供其優惠進駐條件及創業相關諮詢輔導，以降低創業之風險。

Article 10 A university-derived start-up business has the right to station in the Innovation & Incubation Center, with privileged station conditions and related consultation provided to reduce the risk of starting a business.

第十一條 教師有參與或長駐衍生企業服務之情形，得分別以下列方式辦理：
一、本校教職員工可兼任或借調至衍生企業擔任各項職務，並依本校相關程序提出申請。
二、本校教師至衍生企業擔任職務者，得依本校相關規定提出減授鐘點申請。企業應於減授鐘點期間於每學期依約定提撥學術回饋金予學校。
三、教師參與衍生企業之績效將可視為產學合作或技術移轉之成果。

Article 11 Faculty members who have participated in or serve in a derived start-up business will be handled according to the following:

1. University faculty and staff may take a part-time position or secondment in the derived start-up business and file an application in accordance with relevant procedures of the University.
2. Faculty members who take a position in a derived start-up business may apply for reduced teaching hours in accordance with relevant procedures of the University. Said start-up business should contribute agreed-upon academic return to the University each semester during the period of reduced teaching hours.
3. The achievement of a derived start-up business participated in by faculty may be deemed as achievements of industry-academia collaboration or technology transfer.

第十二條 衍生企業若需使用本校或其所屬單位之名稱、標章等從事商業行為時，須經本校核准並訂定授權合約。

Article 12 If a derived start-up business needs to use the title or logo of the University or its affiliated units, the start-up business should obtain the University's approval and a licensing agreement should be established.

第十三條 衍生新創企業由委員會審核通過後成立，並接受學校監督及考核。衍生新創企業應定期提交營運報告、會計報表、財務計畫等向衍生新創企業審議委員會報告營運狀況。

Article 13 A derived start-up business is to be established only after being approved by the University and is to be monitored and assessed by the University. The derived start-up business should regularly submit operation reports, accounting statements, financial plans, etc. to the Derived Start-up Business Review Committee to report on its operation status.

第十四條 衍生新創企業提案人應依相關規定進行利益資訊揭露。

Article 14 The proposer of the derived start-up business should carry out profit disclosure in accordance with relevant regulations.

第十五條 除本辦法規定外，本校教職員工生應遵守政府與本校所訂定其他有關衍生新創企業與研發成果等規定。

Article 15 Aside from these Procedures, faculty, staff and students of the University should comply with other regulations established between the government and the University relevant to derived start-up businesses and research achievements.

第十六條 本辦法如有未盡事宜，依相關法令規範辦理。

Article 16 Matters not covered herein shall be dealt with in accordance with relevant regulations.

第十七條 本辦法經行政會議通過，呈請校長核定後發布，修正時亦同。

Article 17 Upon being passed by the Administrative Council and approved by the president; these procedures were announced and implemented. Any revision must follow the same procedure.

“In the event of any inconsistency or discrepancy between the Chinese and other language versions of this document, the Chinese version shall prevail”.