

東海大學衍生事業管理辦法

THU Regulations Governing Derivative Businesses

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第一條

為落實產學合作，鼓勵本校教職員生，於本校任職或就學期間，利用本校資源所開發之研發應用、檢測技術、商業基礎及教學諮詢等成果，設立衍生事業，以促進我國產業發展，特訂定本辦法。

本辦法未規定者，適用本校其他相關規定。

Article 1

These Regulations are established to promote industry-academia collaboration and encourage THU faculty, staff, and students to develop derivative businesses based on R&D applications, testing technologies, business foundations, and consulting achievements developed using university resources during their employment or enrollment at THU with the ultimate goal of facilitating the industrial development of Taiwan.

Matters not covered by these Regulations shall be governed by other applicable THU rules.

第二條

本辦法所稱衍生事業，係指本校教職員生、畢業校友，運用本校資源而產出之研發或其他形式智慧成果衍生之新創事業，校方及技術發明團隊得以技術或勞務作價出資入股該衍生事業。其後依公司法成立公司，本校所取得之股權不得超過該公司50%。

本校衍生事業有以下模式：

- 一、進行商品化開發或提供專業服務之衍生事業。
- 二、與政府機構、學術研究機構或企業聯盟，以該研發或智慧成果為商品、專業服務之核心技術之衍生事業。

Article 2

For the purposes of these Regulations, Derivative Businesses refer to innovative businesses founded by THU faculty, staff, students, or alumni that utilize intellectual achievements produced with THU resources, allowing THU or inventors to become shareholders of the derivative business through technological contributions or services. Upon the establishment of the company under the Company Act, THU shall not acquire shares over 50% of the company's total shares. Derivative Businesses may take the following forms:

- I. Businesses that commercialize products or provide professional services.
- II. Businesses founded on technologies derived from THU alliances with government agencies, academic/research institutions, or businesses.

第三條

本辦法所稱本校教職員生如下：

- 一、教師（包括專任教授、副教授、助理教授、講師）及以約聘方式晉用之專任教師。
- 二、專兼任有給之職員、助教、技術人員、技術工友、普通工友及約聘人員等。
- 三、學生（含在職專班）。

前項以外之人員，其他有使用本校資源者，準用本辦法之規定。

本校教職員生已離校者，在校期間運用本校資源產生之研發成果，亦適用本辦法。

Article 3

For the purposes of these Regulations, THU Faculty, Staff, and Students refer to the following:

- I. Faculty (including full-time professors, associate professors, assistant professors, and lecturers) and full-time teachers hired on contracts.
- II. Full-time and part-time staff, teaching assistants, technicians, technical support personnel, general workers, and contract personnel.
- III. Students (including those in in-service programs).

Persons not listed above who use THU resources may be subject to these

Regulations as well.

THU Faculty, Staff, and Students who are no longer at THU but produced the R&D outcomes during their time at THU with THU resources are also subject to these Regulations.

第四條

本辦法所稱本校資源，係指：

- 一、軟體。
- 二、硬體。
- 三、網路資源。
- 四、場地。
- 五、設備。
- 六、材料。
- 七、人力。
- 八、政府補助計畫，所衍生之研究發展成果或智慧財產權。
- 九、依產學研相關合作計畫規定，屬於本校應享有之有形資產或無形權利。
- 十、其他依相關法令規定或實務上，足以認定為本校之資源者。

Article 4

For the purposes of these Regulations, THU Resources refers to:

- I. Software.
- II. Hardware.
- III. Online resources.
- IV. Venue.
- V. Equipment.
- VI. Materials.
- VII. Personnel.
- VIII. R&D outcomes or intellectual property derived from government-funded projects.
- IX. Tangible or intangible assets to which THU is entitled under industry-academia cooperation agreements.
- X. Other resources deemed to belong to THU according to law or established practices.

第五條

衍生事業於籌備期間，須向本校產業推廣與終身學習處提出申請。相關申請文件如下：

- 一、衍生事業申請書，載明事項如下：
 - (一) 企業名稱。
 - (二) 設立宗旨。

- (三) 營運範圍。
- (四) 主要團隊成員及組織架構。
- (五) 股東與其他相關人員之權利與義務。
- (六) 盈餘回饋機制。
- (七) 是否提供本校教師及學生研發與學生實習機會。
- (八) 其他補充事項。

二、衍生事業營運規劃書（含團隊組織及經營策略、風險控管、內控及財務機制等）。

Article 5 During the planning phase, the Derivative Business must submit an application to the THU Office of Industry Engagement and Continuing Education. Required documents include:

- I. Derivative Business Application, specifying:
 - A. Company name.
 - B. Purpose of establishment.
 - C. Scope of operations.
 - D. Core team members and organizational structure.
 - E. Rights and obligations of shareholders and other related parties.
 - F. Profit-sharing and return mechanism.
 - G. Whether the company will provide R&D or internship opportunities to THU faculty and students.
 - H. Other supplemental information.
- II. A business plan for the Derivative Business (incl. team structure, management strategies, risk control, internal controls, financial systems, etc.).

第六條 本校為審查衍生事業之開辦、營運管考及其他相關重要決策設置衍生事業管理委員會。

前項委員會由校長或由校長指派副校長一位擔任召集人，主任秘書、研發長、總務長、會計室主任、產業推廣與終身學習處處長、法律顧問及管理學院院長為當然委員。召集人得視個案邀請校內外相關專家列席提供專業意見，必要時得由校長聘任為委員，任期一年，連聘得連任。

衍生事業管理委員會之職責如下：

- 一、衍生事業申請案複審之審議。
- 二、校方投資、持股比例及盈餘回饋比例之審議。
- 三、衍生事業之營運管考。
- 四、其他相關案件之審議。

Article 6 To review matters relating to the establishment, operation, oversight, and other important decisions of Derivative Businesses, THU shall establish a Derivative Business Management Committee.

The Committee shall be convened by the President or a Vice President appointed by the President. The Chief Secretary, Dean of Research & Development, Dean of General Affairs, Director of the Accounting Office, Director of the Office of Industry Engagement and Continuing Education, legal consultants, and Dean of the College of Management shall serve as ex officio members of the Committee. The convener may, depending on the case, invite relevant internal or external experts to attend meetings to provide professional opinions. When necessary, such experts may be appointed and reappointed by the President as members of the Committee for a one-year term.

The Derivative Business Management Committee is responsible for the following duties:

- I. Review Derivative Business applications.
- II. Deliberate on matters regarding THU's investment, shareholding ratio, and profit-sharing ratio.
- III. Oversee and evaluate the operations of Derivative Businesses.
- VI. Other related matters.

第七條

衍生事業申請審查流程如下：

- 一、初審：由產業推廣與終身學習處進行書面資料之審查，審查項目必須包括衍生事業營運規劃書中，須揭露可能發生之利益衝突情事，以提供複審時參考。
 - 二、複審：初審通過者，提送衍生事業管理委員會審議，申請人須出席簡報說明，委員會得就該申請案提出建議。
 - 三、簽約：複審通過者，應於六個月內依公司法規定完成公司設立登記，並於公司成立後三個月內與本校簽訂「東海大學衍生事業合約書」(如附件)。
- 複審未通過者，申請人於一個月內得提出申覆；申覆仍未獲通過者，申請人半年內不得提出類似申請案。

Article 7 The review process for Derivative Business applications is as follows:

- I. Preliminary Review: The THU Office of Industry Engagement and Continuing Education shall first review the application documents, which must include disclosure of any potential conflicts of interest identified in the business plan for reference in the secondary review.

- II. Secondary Review: Applications that pass the preliminary review shall be submitted to the Derivative Business Management Committee for deliberation. Applicants must attend the meeting and present their proposal. The Committee may provide suggestions regarding the application.
- III. Contract Signing: Applications that pass the secondary review must complete company registration in accordance with the Company Act within six months and sign the "THU Derivative Business Contract" (see appendix) within three months after company establishment.

For applications that fail the secondary review, applicants may file an appeal within one month. If the appeal is also denied, applicants shall not submit similar applications within the next six months.

第八條

前條申請之審查重點，包含通過條件及盈餘回饋所載之內容，通過條件，係指：

- 一、申請資格。
- 二、經營項目須符合本校教育之核心價值。
- 三、技術或產品之創新性、市場競爭力、推廣策略及商品化時程等。
- 四、營運規劃可行性及可塑性。
- 五、與學校教師產學合作計畫之關連性。
- 六、未來三至五年財力與成長評估。
- 七、申請案需求之綜合評估。

盈餘回饋係指應回饋予本校之衍生利益金或股權。

Article 8

The key points of review for applications mentioned in the preceding article include approval criteria and the proposed profit-sharing arrangements. Approval criteria include:

- I. Applicant eligibility.
- II. Alignment of business activities with the THU's core educational values.
- III. Innovation of the technology or product, market competitiveness, marketing strategy, and commercialization timeline.
- IV. Feasibility and adaptability of the business plan.
- V. Relevance to Industry-university Cooperative Research Projects by THU faculty members.
- VI. Financial and growth projections for the next three to five years.
- VII. Overall assessment of the application's needs.

"Profit-sharing" refers to monetary returns or equity provided to THU from the

Derivative Business.

第九條

衍生事業依公司組織別至少應採下列回饋方式之一：

一、以股權回饋者：為「股份有限公司」型態者，於公司成立時，全體董事應贈與其實收資本額至少5%股權回饋本校。

二、以現金回饋者：公司成立後，提列每年盈餘至少10%或營業額之一定比率捐贈本校，且須明訂於公司章程中。

盈餘回饋分配比例如下：

一、教師所屬院系40%，其分配比例由各院系分配之。

二、東海大學研發成果專帳專戶30%。

三、其餘30%由學校統籌使用。

盈餘回饋之管理及稽核，依循本校會計制度、研發成果專帳專戶收支管理及運用等相關辦法規定辦理。

Article 9

Derivative Businesses, depending on their legal form, shall adopt at least one of the following mechanisms for profit-sharing:

I. Equity: For corporations established as “Companies Limited by Shares,” the Board of Directors shall collectively allocate at least 5% of the company’s paid-in capital as shares to THU at the time of incorporation.

II. Monetary: After establishment, the company shall allocate at least 10% of its annual profits or a designated percentage of its revenue to THU. This obligation must be explicitly stated in the company’s Articles of Incorporation.

Profit-sharing shall be distributed as follows:

I. 40% to the department or college affiliated with the faculty member involved, with the allocation ratio determined internally by the respective academic unit.

II. 30% to a THU's dedicated account for research and development outcomes.

III. 30% allocated for general THU use.

Management and auditing of profit-sharing shall comply with THU's accounting system and relevant regulations governing the operation and use of dedicated R&D accounts.

第十條

教師得於本辦法第二條所稱衍生事業，代表本校擔任董事、監察人、經理及管理職等職務。

本校持有股份之衍生事業，應依本校持股比例，由本校與衍生事業協議取得至少一位之董事及監察人席次。

由本校指派專任教師執行董事或監察人職務，每年至少一次向本校衍生事業管理委員會報告該公司的營運狀況。除實支交通費外，董監事酬勞歸屬本校。

董事及監察人選由衍生事業管理委員會推薦，呈請校長同意之。

Article 10 Faculty members may serve as directors, supervisors, managers, or in other managerial positions in Derivative Businesses (as defined in Article 2).

For Derivative Businesses where THU is a shareholder, THU shall negotiate with the Derivative Business to secure at least one director and one supervisor position based on THU's shareholding proportion.

THU shall appoint full-time faculty members to serve as directors or supervisors, and they shall report on the company's operations to the Derivative Business Management Committee at least once a year. Except for actual transportation expenses, any compensation for serving as directors or supervisors shall belong to THU.

Candidates for directors and supervisors shall be recommended by the Derivative Business Management Committee and approved by the President.

第十一條 衍生事業管理委員會應就各衍生事業之營運狀況、年度經營計畫等相關事宜進行管考，並得由衍生事業之經營團隊或由代表本校擔任該衍生事業之董事或監察人之專任教師列席報告營運狀況，亦得提供回饋意見供相關單位做為調整之參考。

Article 11 The Derivative Business Management Committee shall oversee the operations and annual business plans of Derivative Businesses. Full-time faculty members serving as THU representatives on the boards of directors or supervisors of Derivative Businesses, or members of their business team, may be invited to attend meetings to report on operations and provide feedback for reference in policy adjustments.

第十二條 本校專任教師有參與或長駐本校衍生事業服務之情形，得分別以下列方式辦理：
一、參與：經系院會議審核通過後，得申請每週減授鐘點至多三小時，衍生事業除須依本校「教師授課時數與鐘點核計辦法」之相關規範支付減授鐘點費用外，並於減授鐘點期間每年至少提撥新台幣12萬元予本校。
二、長駐：教師得依本校「專任教師借調辦法」申請借調。

Article 12 For full-time faculty members participating in or seconded to Derivative Businesses:

I. Participation : Upon approval by their department or college, faculty members may apply to reduce teaching hours by up to three hours per week. The Derivative Business must pay the corresponding fees according to the THU Regulations Governing Faculty Teaching Hours and Hourly Pay, and allocate at least NT\$120,000 annually to THU during the reduced teaching period.

II. Secondment : Faculty members may apply for secondment in accordance with the THU Full-time Faculty Secondment Regulations.

第十二條之一 前條所稱之參與及長駐分別係指以兼職方式參與衍生事業之運作及借調至衍生事業

擔任各項職務者。

Article 12-1 “Participation” and “secondment” as described in the preceding article respectively refer to part-time involvement in a Derivative Business's operations and full-time positions at a Derivative Business.

第十三條 本校教師借調至衍生事業兼職時，應依「從事研究人員兼職與技術作價投資事業管理辦法」、「政府科學技術研究發展成果歸屬及運用辦法」、「教育部科學技術研究發展成果歸屬及運用辦法」及「東海大學研發成果運用利益衝突迴避及資訊揭露管理辦法」等相關規定進行利益資訊揭露。

Article 13 When a THU faculty member is seconded to a Derivative Business, disclosures shall be made in compliance with the Regulations Governing the Concurrent Employment of Researchers and Equity Investment in Technology-based Enterprises, Government Scientific and Technological Research and Development Results Ownership and Utilization Regulation, MOE Regulations for the Ownership and Utilization of Scientific and Technological Research and Development Results, and THU Regulations for Avoiding Conflicts of Interest and Disclosure of Information Related to the Utilization of R&D Results.

第十四條 通過申請之衍生事業團隊，本校提供以下獎勵：

一、協助進駐本校，進駐辦法依本校相關規定辦理。

二、協助營運/創業輔導、申請政府貸款、專業諮詢等。

前項之獎勵，遇有可歸責衍生事業團隊之事由，且未於通知期限內進行改善者，本校得於改善期限屆滿之次日起，停止獎勵。

進駐本校之衍生事業，如未依規定繳交回饋金，本校可追討該衍生事業於進駐期間所利用本校資源之相關費用。

Article 14 To approved Derivative Business teams, THU will offer the following rewards:

I. Assist entry into THU, which shall be handled in compliance with relevant THU regulations.

II. Support in business operations/startup counseling, government loan applications, and access to professional consulting services.

The preceding rewards may be suspended starting the day after the deadline in the event of issues attributable to the Derivative Business team that have not been rectified within the timeframe specified in THU's notice.

Derivative Businesses residing at THU that fail to pay profit shares or feedback fees according to regulations will be subject to recovery by THU for all costs and expenses associated with their use of THU resources during their residency.

第十五條 衍生事業若使用本校研發成果與智慧財產權，應依「東海大學研究發展成果管理辦法」

規定辦理。

Article 15 Any use of THU's R&D outcomes or intellectual properties by Derivative Businesses shall comply with the THU Regulations Governing Management and Application of Research Achievement.

第十六條 衍生事業若使用本校或其所屬單位之商標、名稱等從事商業行為，應依「東海大學校名、標誌及商標管理辦法」規定辦理。

Article 16 Any use of THU or affiliated unit's trademark or name for commercial purposes by Derivative Businesses shall comply with the THU Regulations on the Use and Management of the University Name, Emblem, and Trademarks.

第十七條 若有依中華民國法律規定得終止合約之情事發生時，或本校與衍生事業合意約定，於特定情狀出現時，得依約定終止「東海大學衍生事業合約書」；合約終止後公司不得再以本校衍生事業之名義進行商業行為，如有違反，本校亦得請求損害賠償。

Article 17 If any circumstance arises that constitutes lawful grounds for termination under the laws of the Republic of China, or if both parties to the agreement so agree, the “THU Derivative Business Contract” may be terminated. Upon termination, the Derivative Business shall no longer conduct business as a THU Derivative Business. Any violation may result in THU seeking compensation for damages.

第十八條 本辦法經行政會議通過後實施。

Article 18 The Regulations herein shall be promulgated upon approval by the Administrative Affairs meeting.