# Intellectual Property Agreement Drafting and Negotiation Course

28 December 2026 – 1 January 2027
Tokyo

AGILE LEADERS
Training Center

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**Ref:** 989_175208 **Date:** 28 December 2026 – 1 January 2027 **Location:** Tokyo **Fees:** 10000 Euro

## Overview

Intellectual Property Agreement Drafting and Negotiation Course is a one-week advanced course for legal counsel, contract managers, intellectual property professionals, technology transfer staff, procurement professionals, and business leaders who structure or manage IP transactions. Participants leave with an IP Agreement Drafting and Negotiation Playbook containing a term sheet, clause-risk matrix, negotiation plan, and post-signature governance register. Agile Leaders Training Center delivers advanced learning in intellectual property agreement drafting, negotiation, and lifecycle control.

## Who Should Attend

- In-house counsel and legal advisers drafting or reviewing intellectual property agreements
- Contract and commercial managers negotiating licences, assignments, and collaboration terms
- Intellectual property and technology transfer professionals managing commercialization arrangements
- Procurement and partnership teams acquiring technology, content, software, or know-how rights
- Business leaders responsible for IP-enabled products, ventures, or strategic collaborations

The course assumes working knowledge of contracts or intellectual property transactions. It provides drafting and negotiation methods, not jurisdiction-specific legal advice; forms and model clauses must be adapted and reviewed by qualified counsel.

## Departments and Industries

The course supports teams that create, acquire, license, transfer, commercialize, or govern intellectual property and knowledge assets.

- Legal, contracts, compliance, and corporate governance
- Research, innovation, universities, and technology transfer
- Technology, software, media, design, and creative industries
- Procurement, alliances, joint ventures, and strategic partnerships
- Manufacturing, life sciences, engineering, and professional services

## Learning Objectives

By the end of this course, participants will be able to:

- Distinguish licences, assignments, confidentiality agreements, and collaboration arrangements
- Define IP subject matter, ownership, permitted use, field, territory, duration, and exclusivity
- Draft commercial, operational, protection, and governance clauses coherently
- Evaluate warranties, indemnities, liability, infringement, confidentiality, and termination risk
- Prepare negotiation positions, concessions, dependencies, and escalation routes
- Build an IP agreement playbook and post-signature control register

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## Course Agenda

## Day 1: Transaction Structure and IP Rights Map

- IP Agreement Family and Transaction Selection
- Licence, Assignment, and Ownership Decision Map
- Background, Foreground, and Third-Party Rights Schedule
- Due Diligence and Authority-to-Contract Checklist
- IP Transaction Term Sheet

## Day 2: Grant, Scope, and Commercial Architecture

- Licensed Subject Matter and Definitions Schedule
- Permitted Use, Field, Territory, and Channel Matrix
- Exclusivity, Reservation, and Sublicensing Controls
- Fees, Royalties, Milestones, Records, and Audit Rights
- Development, Improvements, and Derivative Works Allocation

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## Day 3: Protection and Risk Allocation

- Confidentiality and Permitted Disclosure Framework
- Representations, Warranties, and Disclaimer Matrix
- Infringement Notification and Enforcement Rights
- Indemnity, Liability, Insurance, and Remedy Allocation
- Data, Software, Open-Source, and Third-Party Dependency Review

## Day 4: Negotiation and Dispute Controls

- Negotiation Objectives and Fallback Position Map
- Clause Dependency and Concession Analysis
- Term, Renewal, Suspension, and Termination Design
- Governing Law, Forum, Mediation, Arbitration, and Expert Determination
- Negotiation Record and Approval Route

## Day 5: Agreement Governance and Integrated Drafting

- Execution, Conditions, Notices, and Change Control
- Obligation, Milestone, Reporting, and Payment Register
- Post-Termination Rights, Return, Deletion, and Survival Controls
- Agreement Review and Clause Consistency Test
- Capstone Exercise: IP Agreement Drafting and Negotiation Playbook

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## Practical Exercises

The course uses suggested activities that turn transaction objectives and risk evidence into clear drafting and negotiation decisions.

- Suggested activity: convert a commercialization scenario into an IP transaction term sheet
- Suggested activity: build a clause-risk matrix for ownership, licence scope, warranties, and indemnities
- Suggested activity: prepare negotiation positions and tradeable concessions for a licensing dispute
- Suggested activity: assemble an IP Agreement Drafting and Negotiation Playbook

## FAQs

### Who suits intellectual property agreement drafting training?

The course suits experienced legal, contracts, IP, procurement, commercialization, and business professionals who draft, review, negotiate, approve, or manage IP-related agreements. Participants should understand basic contract structure and the commercial context of their transactions.

### What is the difference between an IP licence and an assignment?

A licence grants defined permission to use intellectual property while ownership remains with the licensor. An assignment transfers ownership of identified rights to the assignee. The agreement should identify the rights, scope, effective date, consideration, restrictions, and any retained interests precisely.

### Which terms define the scope of an IP licence?

Scope commonly depends on the licensed subject matter, permitted acts, products or services, field of use, territory, channels, duration, exclusivity, sublicensing, transferability, reservation of rights, and treatment of improvements or derivative works.

### How should financial and performance terms connect?

Fees, royalties, milestones, minimums, reporting, records, audit rights, tax treatment, currency, payment timing, and consequences of non-performance should align with the rights granted and the commercial plan. Dependencies and calculation methods should be explicit.

## What belongs in post-signature IP agreement governance?

Governance should track obligations, approvals, milestones, reports, payments, protection actions, confidentiality, infringement notices, changes, renewals, disputes, termination triggers, survival duties, and records needed to demonstrate performance.

## Conclusion

Participants leave with an IP Agreement Drafting and Negotiation Playbook linking transaction structure, rights, commercial terms, risk allocation, negotiation strategy, dispute controls, and lifecycle governance. The playbook helps teams create coherent agreements, document tradeoffs, manage approvals, and monitor obligations while preserving the need for transaction-specific legal review.