

Directive **S2017-01**

May 1, 2017

Internal Directive regulating the process of concluding, publication, filing and storing of agreements (the „Directive“)

Article 1 Basic provisions

1. The Directive regulates the process of concluding, filing and storing of agreements of all contractual types, where IOCB is a contractual party. It concerns namely the agreements regarding tangible and intangible assets, scientific cooperation, education, patent and license agreements, grant agreements, service agreements, agreements on work, etc.
2. The Directive is binding for all employees of IOCB, who are obliged to proceed in compliance with the rules stated herein.
3. The Directive further regulates the process of publication of the agreements in the register of contracts under the Act No. 340/2015 Coll., on special conditions for effectiveness of some contracts, the publication of these contracts and the register of contracts (the Act on Register of Contracts).

Article 2 Process of concluding, publication, filing and storing of agreements

1. A concrete person from the respective department is responsible for preparation of the agreement and its negotiation with the counterparty (the „**Executive**“), whereas this person is either subordinated to the head of the respective department or is himself/herself the head of the respective department.
2. The Executive is obliged to negotiate the intention to conclude a concrete agreement or the draft of the concrete agreement (jointly the „**Draft**“) first with the head of the respective department (with the exemption of cases, when the Executive and the head of the department is the same person). In case of agreements related to grants, Communications, Human Resources department, Information Technologies and Services department, Waste management or Patent office, the Draft must be negotiated also with the head of the respective area (head of Grant office, head of Communications, head of HR, head of ITS, head of Waste management, head of Patent office), if such a person is different from the head of the submitting department.

Subsequently, the Draft must be negotiated with the head of the Economic department and with the head of Technical-Economic Administration.

3. As soon as the Draft is approved by the persons stated in Article 2 paragraph 2 above, the Executive shall, with cooperation with the lawyer of IOCB, negotiate the concrete text of the agreement with the counterparty, whereas he/she is obliged to respect the principles of economy, usefulness and effectiveness.
4. Final version of the agreement agreed with the counterparty must be repeatedly approved by head of the respective department, head of the Economic department, head of Technical-Economic Administration and lawyer of IOCB. In case of agreements pertaining to any of the areas stated in Article 2 paragraph 2 above, the final version of the agreement must be also approved by the head of the respective area (if such a person is different from the head of the submitting department).
5. Before the agreement is signed by IOCB, the Executive must prepare a cover sheet to the agreement, the template of which is stated in annex No. 1 to the Directive (the „Cover Sheet“). The Cover Sheet is a document, which contains basic identification data of the agreement and is signed by the persons responsible for the concrete text of the agreement and which serves as a necessary ground for signature of the agreement by the director of IOCB.
6. Before signature of the agreement, the Executive shall arrange for necessary number of printed counterparts for execution of the final version of the agreement, he/she shall sign the Cover Sheet and provide the Cover Sheet together with the printed counterparts of the agreement for signature to other responsible persons:
 - a. head of the respective department,
 - b. head of the economic department,
 - c. head of technical-economic administration,
 - d. head of the respective area (only in case of agreements regarding grants, Communications, Human Resources, Information Technologies and Services, Waste management or Patent office),
 - e. lawyer of IOCB.
7. The Executive is obliged to hand over to the lawyer of IOCB (together with the Cover Sheet signed by other responsible persons and printed counterparts of the agreement) the electronically readable version of the final text of the agreement (in the machine-readable text format – e.g. Word, editable pdf (a scanned document / picture is not sufficient)). The agreement will not be submitted by the lawyer of IOCB to the director of IOCB for signature until the Executive presents the electronically readable version of its final text.
8. The lawyer of IOCB shall consider the necessity of publication of the concrete agreement in the register of contracts, and if needed, the lawyer of IOCB shall also negotiate the extent, to which the agreement will be published in the register of contracts, with the counterparty. Subsequently, the lawyer of IOCB shall hand over to the secretary of director of IOCB the printed counterparts of the agreement together with the Cover Sheet signed by all responsible persons and together with

electronically readable version of the agreement for publication in the register of contracts.

9. The secretary of director of IOCB shall subsequently arrange for signature of the agreement by the director of IOCB (and, if needed, signature by the counterparty), publication of the agreement in the register of contracts and its filing in the internal economic information system – electronic database of agreements, where the agreement shall be stored in its electronic form. The secretary of the director of IOCB shall store the original (signed version) of the agreement as a hardcopy, whereas the Executive, or the head of the respective department, shall receive only a copy or the second original of the agreement.
10. The Executive is obliged to ensure that the Draft is presented to the responsible persons signing the Cover Sheet well in advance before the expected signature date of the agreement by the director of IOCB, i.e. minimum 14 days in advance.

Article 3

Agreement with special regime

1. As certain types of agreements such as Confidentiality Agreements and Material Transfer Agreements are, in majority of cases, in form of template, standardized agreements, which are modified by IOCB only in exceptional cases, the process of their conclusion shall not be governed by Article 2 of the Directive, but their regime is different.
2. The deputy of director of IOCB for strategic development shall be responsible for these agreements, whereas he/she shall, in case of necessity, negotiate their text with the lawyer of IOCB. These agreements are not subject to approval by the responsible persons stated in Article 2 of the Directive and therefore, there is no need to execute the Cover Sheet to these agreements. The deputy of director of IOCB for strategic development shall sign these agreements on behalf of IOCB, shall arrange for their signature by the counterparty and subsequently, he/she shall provide these agreements in electronic and paper form to the secretary of director of IOCB for filing and storing.

Article 4

Final provision

The Directive is effective from 1 May 2017 and replaces all directives concerning this matter issued in the preceding years.

Annex No. 1 – Cover Sheet



Zdeněk Hostomský
Director of IOCB Prague