

International Wheat Yield Partnership (IWYP) Private Sector Membership Agreement

Overview

This letter (the “Letter”) sets out a Membership Agreement which governs the rights and obligations of a private sector member (a “Member”) of the International Wheat Yield Partnership (“IWYP”) and the operations of IWYP. It has been developed by the IWYP Science and Impact Executive Board (SIEB).

By submitting the acceptance letter annexed to this Letter, you are confirming that you have reviewed and fully understand the following terms and conditions and wish to enter into a membership agreement in connection with IWYP and be bound by the following terms and conditions as a Private Member of IWYP.

1. Purposes of IWYP

IWYP seeks funding of up to \$100 million by worldwide funders, which currently include commitments from the Biotechnology and Biological Sciences Research Council of the United Kingdom (BBSRC), Grains Research and Development Corporation of Australia (GRDC), United States Agency for International Development (USAID), United States Department of Agriculture’s Agricultural Research Services (USDA ARS) and National Institute of Food and Agriculture (NIFA), Department of Biotechnology of India (DBT), International Maize and Wheat Improvement Center, in Spanish, Centro Internacional de Mejoramiento de Maíz y Trigo (CIMMYT), Agriculture and Agri-Food Canada (AAFC), Institut National de la Recherche Agronomique of France (INRA), Syngenta Foundation for Sustainable Agriculture (SFSA), Secretariat of Agriculture, Livestock, Rural Development, Fisheries and Food of Mexico (SAGARPA) and the Wheat Initiative. Significant cash and in-kind funds have been secured to initiate the program, including supporting Scientific Research Projects and the establishment of a validation and prebreeding platform for IWYP at CIMMYT. Efforts to raise additional funding are continuing.

IWYP was officially launched at the Norman Borlaug 100th Anniversary celebration in Obregon, Mexico on 28 March 2014. Operations officially began on 1 November 2014.

IWYP is a research and development initiative (“Program”) governed by the SIEB with additional support from a Scientific Advisory Committee (SAC) and managed day-to-day by a small executive team comprising a Program Director and Program Manager. The Program is an independent wheat genetics research partnership comprising major wheat research organizations worldwide. Its objective is to work in cooperation with the G20 initiated ‘Wheat Initiative’ and its mission to “coordinate wheat research and contribute to food security across the globe”, by aiming to raise the genetic yield potential of wheat by 50% over the next 20 years. Under a separate hosting agreement, CIMMYT and other institutions provide certain services such as the provision of the contracting party who will be responsible to the SIEB and Program Director for supervising the rights and obligations of a Member of IWYP and the operations of IWYP.

Public-Private Partnerships are an important element of IWYP and is intended to bring a strong focus on delivery and impact, and to develop best practice for project and portfolio management of IWYP. It is also intended to enable opportunities to share know-how and assets to develop a breakthroughs in the grain yield of wheat and bring about the rapid and effective deployment of IWYP outputs.

IWYP regards the private sector as important partners in developing and delivering this ambitious goal and wishes to engage with companies within the private sector in a manner that is mutually beneficial, both advancing the aims of IWYP and providing benefits for the companies which engage. These benefits include access to a unique network of wheat research organizations, early insights and access under license to tools and technologies developed within the IWYP, early information on and access to improved germplasm, and the possibility to engage in the research program. There is also the potential to participate at an executive level to contribute to shaping the program.

2. Membership

2.1 Class

IWYP will provide two forms of membership to the private sector, a “Standard Membership” and an “Executive Membership”. All Private Members will be able to interact with, learn from and support IWYP in deploying the outputs of the Research Program. Executive Members are those Members who will be expected to challenge, guide, assess and assist the Research Program.

2.2 Qualification

All companies where wheat is a crop of interest or focus are invited to become Members of IWYP.

For a company to qualify for Executive Membership, wheat must be a strategic crop and it must have an existing track record of wheat genetics research and breeding capability. Executive Members must be able to provide the time and commitment of a senior R&D leader with appropriate seniority, research management experience and scientific credibility to engage with IWYP.

2.3 Benefits

All Private Members are encouraged to develop opportunities for joint project applications from IWYP with public sector partners through provision of know-how, cash and/or in-kind contributions and thereby leveraging the resources of a large publicly funded Program.

Membership will carry free registration to the annual IWYP Program Conference allowing direct access to a network of public and private contacts plus pre-publication insights into research outputs. A private sector engagement forum will allow all companies to provide input to the Program via the Program Director. All Members will also have early access to results and insights through a bespoke web portal and by invitation-only visits to IWYP nurseries.

Executive Private Members could also have a seat on the IWYP SIEB, if invited, where they will be an equal scientific partner able to advise on the direction of the Program and support the public sector competitive grants allocation process. Final decisions on Program funding will rest with the funding agency partners.

All Private Members will have early insights into the potential of germplasm and intellectual property developed as part of the public IWYP Program and first knowledge of its availability, bringing a time advantage of commercial value compared to private sector companies who are not formal IWYP members.

2.4 Contribution

It is the expectation that Private Members will help with the rapid and effective deployment of IWYP outputs through their significant investments and capabilities in plant breeding, product development, market access and regulatory know-how.

It is expected that Executive Private Members will advise on best practice in project and portfolio management processes and business analysis of adoption, cost, regulatory requirements and timelines for delivery of IWYP outputs.

All Private Members are encouraged to provide registered and commercially available germplasm for breeding research to complement that provided by the International and National Programs. Technology companies will be able to tender to supply services, on a contract basis, if they can be provided more cost-effectively than is possible in the public sector.

2.5 Support for vision

All Private Members will be expected to communicate publicly their endorsement and support for IWYP as a transformational research and development partnership to improve wheat yield potential and contribute to the longer-term need for global food security and alleviation of world hunger.

2.6 Dues and term

The following membership fee package shall be available to those private sector companies that apply to become a Private Member. Note that the Executive Board of IWYP reserves the right to increase the membership fees at any time:

- a. Standard Membership fee of US \$5,000 per year
- b. Executive Membership fee of US \$10,000 per year

Private Membership fees will be used solely to maintain the IWYP program management office and to strengthen networking capabilities through a web portal and other communication aids. They will also support cross-sector IWYP training scholarships and links with existing projects that may be aligned with IWYP. The membership fee will include free registration to attend the annual IWYP Program Conference which will be important networking events and provide early insights on progress of IWYP research. Private Members will be required to cover their own expenses for attending all meetings and events. Benefits of Standard Membership and Executive Membership will extend to affiliates in which that Member owns more than 50% equity.

2.7 Use of name

IWYP shall have the right to include the Private Member's name and logo in any lists of Members published by IWYP and to announce that the Member has joined IWYP. The Private Member may publicly disclose that it is a Member of IWYP. However, the Private Member may not identify any product or service as being sanctioned by, sponsored by or associated with IWYP, unless in accordance with policies and procedures which may be established by the SIEB.

3. Intellectual Property Rights (IPR)

The outputs of IWYP supported programs will largely be viewed as International Public Goods made available through appropriate material transfer and licensing agreements to the public and private sectors for deployment. To enable this deployment, wheat material under development produced by IWYP would be available for use as parental breeding material subject to an appropriate Material Transfer Agreement (MTA). Such materials will be available through the IWYP nurseries operated by CIMMYT or other partner organizations.

In the event that wheat varieties appropriate for commercialization or other products protected by intellectual property are produced, they will be available non-exclusively on a fair and equitable basis through commercial licenses to the private sector and on a non-commercial or humanitarian-use basis to the public sector.

Private Members' background IPR is respected and any foreground IPR will be covered by additional agreement(s) as part of the terms of any further bilateral or multilateral agreement within IWYP.

4. Confidentiality

Any confidentiality agreement entered into by Private Members and IWYP via the chosen contracting party must contain a provision which clearly states that all information and data generated through the IWYP Program as a result of accessing a Private Member's data or information will be made publicly available as an International Public Good.

5. Disclaimer & Warranty

While IWYP hopes to provide Private Members with accurate and up-to-date information, it, the chosen contracting party and the parties involved in creating, producing or delivering this Letter make no warranties or representations as to the accuracy of the information contained in this Letter and assumes no liability or responsibility for any error or omission of information. No one shall be entitled to claim that there is a duty to update or correct any such information.

6. Limitation of Liability

To the fullest extent permissible under applicable law any party involved in creating, producing or delivering this Letter shall not be liable for (1) lost profits or any other incidental or consequential damages, regardless of the form of the action whether in contract, tort (including negligence), or otherwise; (2) punitive or special damages; or (3) damages proximately caused by failure or refusal to perform any obligation under this Letter or as required by law.

7. Governing Law

This Agreement shall be governed by and construed in accordance with the law of the United States of America and the parties irrevocably submit to the exclusive jurisdiction of the English courts.

Please signify your acceptance of the terms of this Letter by completing and returning the attached acceptance letter to the address set out therein.

Sincerely,



Richard B. Flavell, FRS, PhD
Chair, Science and Impact Executive Board
International Wheat Yield Partnership