# Tapio Pekelharing

startup lawyer /entrepreneur

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### Lawyer (advocaat)

- Since 2000
- Corporate law/M&A/contracts
- Worked for top tier firms in Amsterdam and Brussels
- Focussing on Startups and (innovative) entrepreneurs since 2007









### Entrepreneur/investor

- Since 2007
- Founder/co-owner several companies
- Off line marketing/brand activation, public relations





le bon Dieu est dans le détail...

### MY GOALS AS A LAWYER:...

- •To be the GO-TO-LAWYER for Startups
- •HELPING STARTUPS to (legal) maturity
- •Create a **DISRUPTIVE** business model for law firms

### ICT Law

There is no ICT LAW, but a collection of rules spread over various laws

# Contracts in general

"Starting work without a contract is like putting on a condom after taking a home pregnancy test"

# **TOP 6** THINGS YOU NEED TO KNOW ABOUT CONTRACTS

I. Contract protects **BOTH** parties

# 2. **DON'T START** work without a contract

3. Don't blindly accept THEIR terms

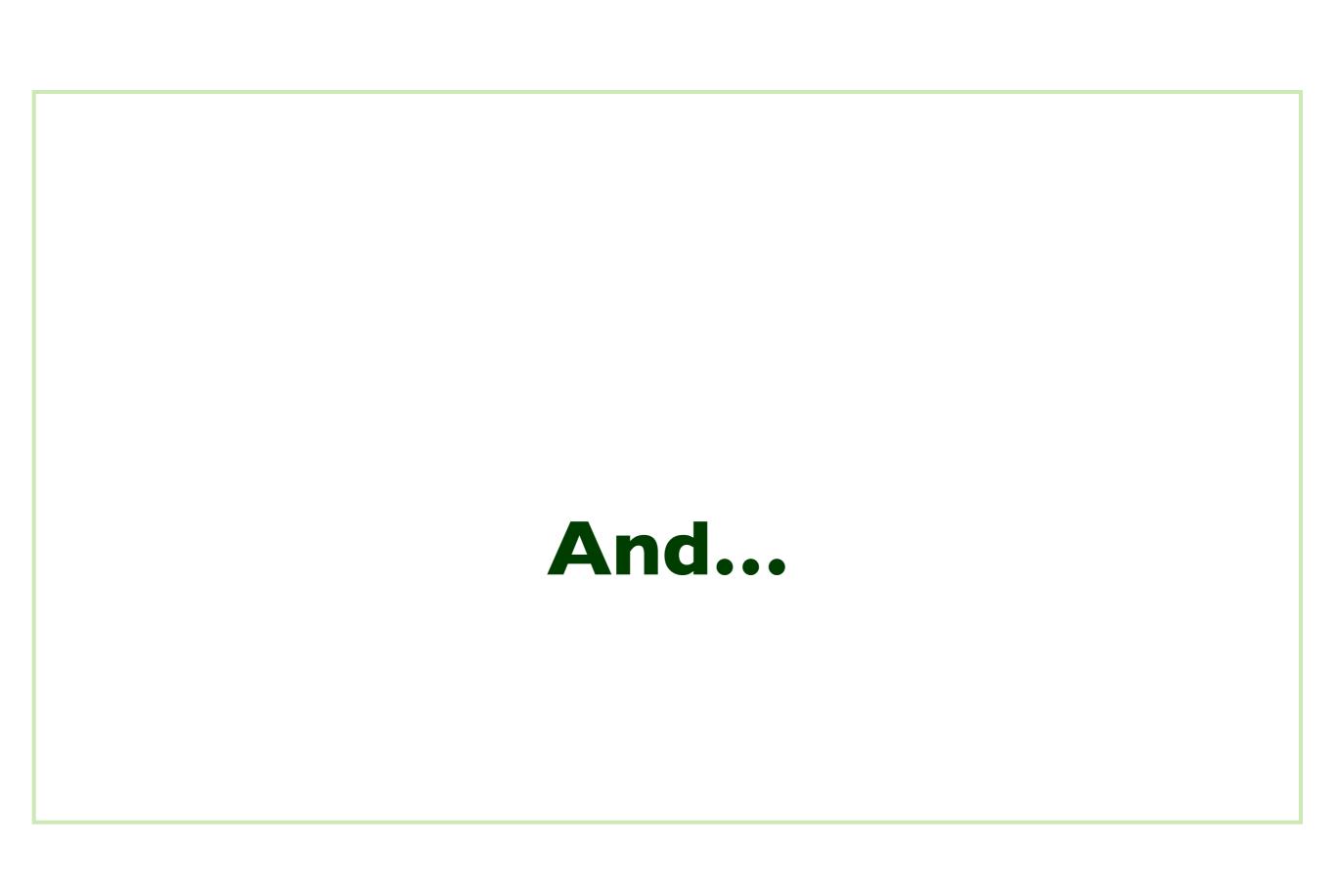
4. Anticipate negotiation, but don't back down on IMPORTANT stuff

5. Lawyers TALK to lawyers

6. DIY is not a good idea

### More tips on Contracts

- a contract needs an offer **AND** an acceptance of that offer
- accurately **IDENTIFY** the parties (check Trade Register who you are dealing with!)
- establish if the person you are dealing with has a clear **MANDATE** to bind the company
- avoid AMBIGUOUS payment terms
- make clear **DEFINITIONS**
- check and ask for all ATTACHMENTS
- Try to write the first draft of a contract. Not writing the first draft, puts you in a **DISADVANTAGE**
- Try to stick to ONE version of your supply or client contract
- make sure you at least EMAIL a PDF of your general conditions
- get a GOOD employee contract in place when it is that time to hire someone



Your advisors need a contract too...

Get an agreement in place BEFORE they start to work for you

### YES YOUR LAWYER TOO!

# General Conditions online business

# **Mostly B2C**

# Online transactions require GC to be presented **BEFORE** entering into transaction

# Make them **CLICK** the box "I read and accept the conditions"

# Have an easy accessible hyperlink to the GC on site (also as a **PDF**)



### Grey and Black LIST in GC

# Example **GREY**: termination notice of more than 3 months

# Example **BLACK**: silent lengthening of more than 3 months

### **BATTLE** of the forms!

# Consumers have **EXTRA** protection (EU Directive Consumer Rights), Dutch law

**NOTE**: sme's and independent professionals may have similar protection as consumers!

# Customer must be able to **SAFE** GC and read them later

# Right of WITHDRAWAL

## Cooling off period (I4 DAYS)





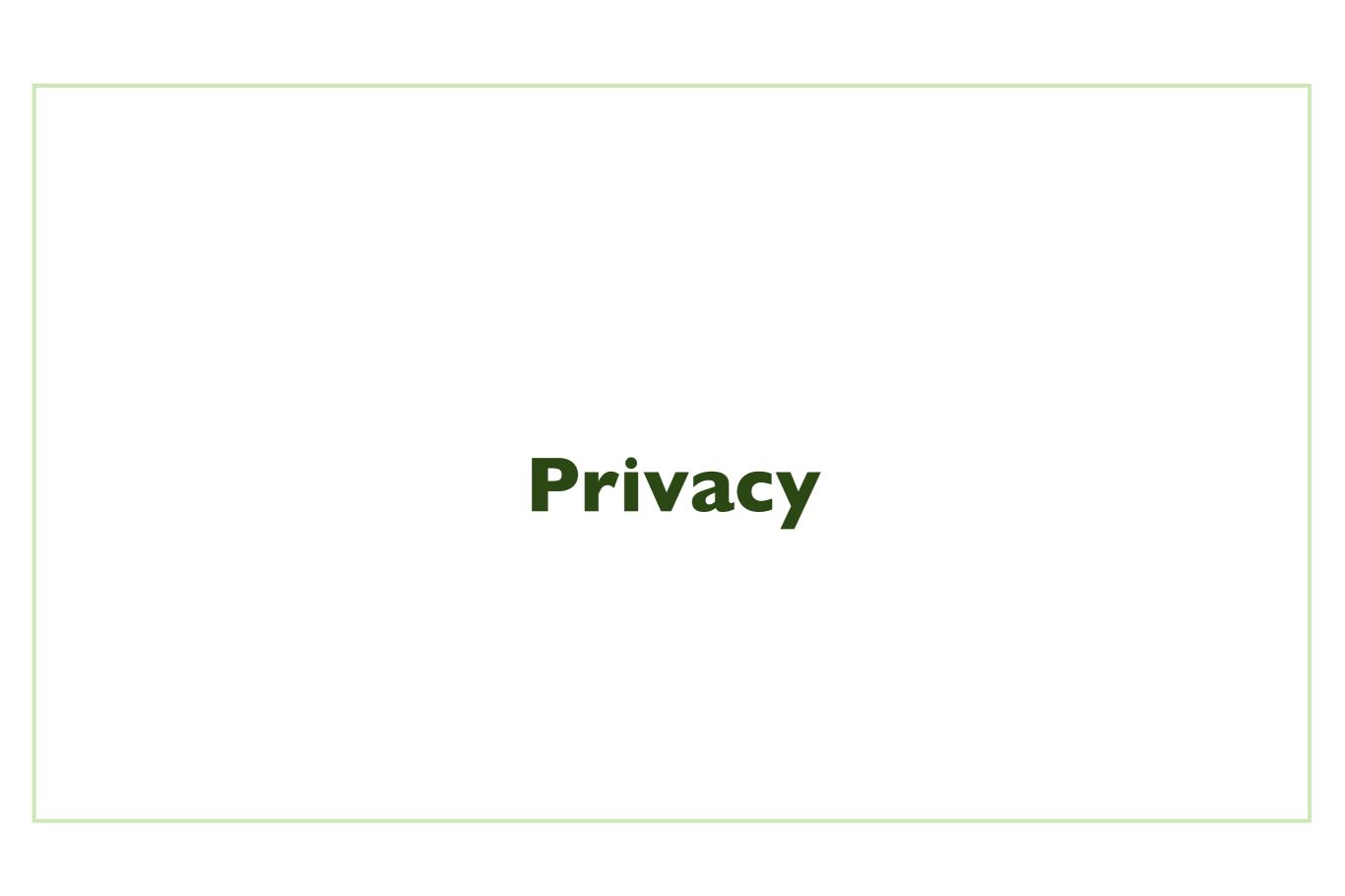
## PRICING (VAT, handling, sending)

Pay in advance? > 50%

Period of **DELIVERY**: max 30 days

## Deliver as promised (EXACTLY)

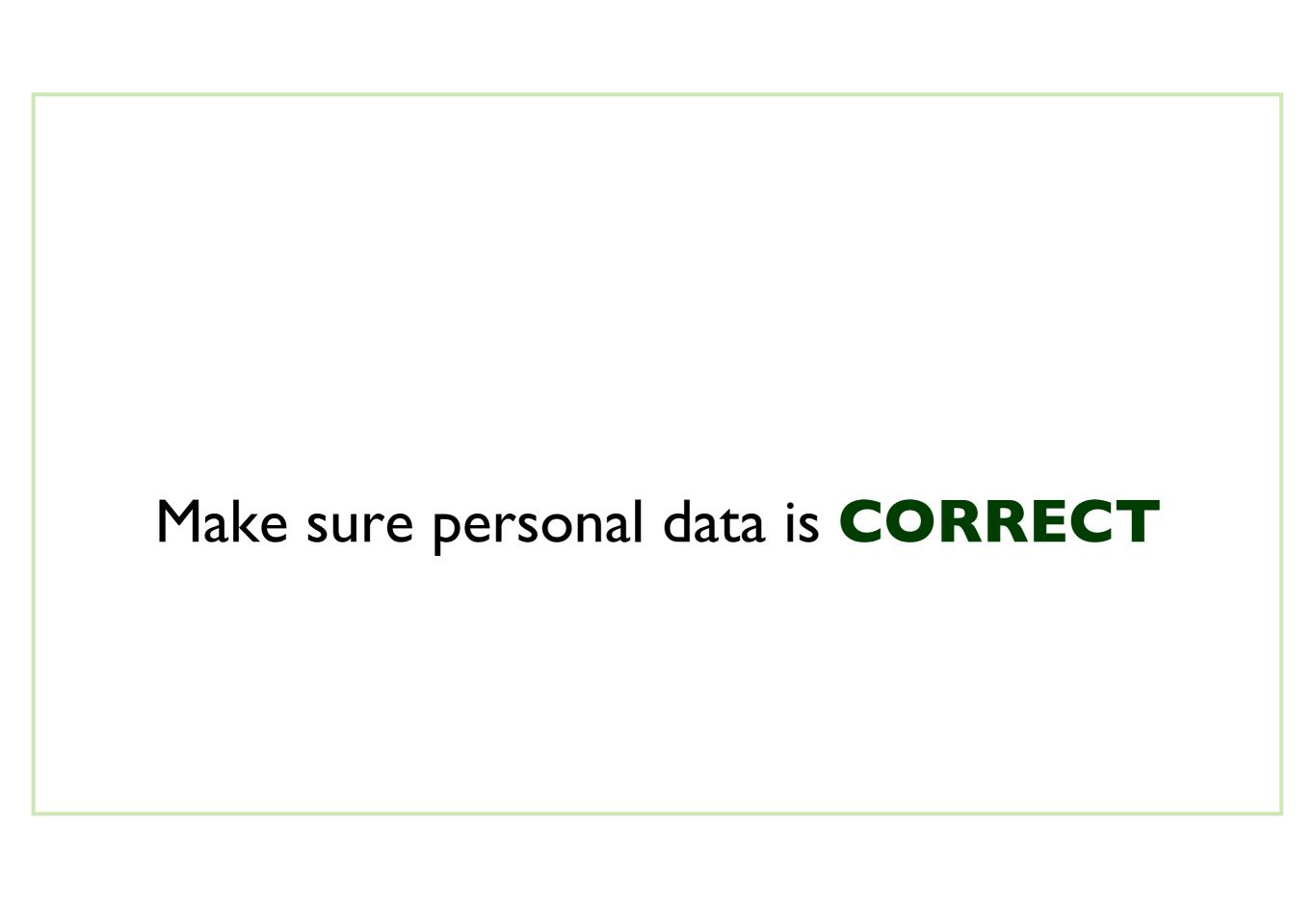
## Be transparent and be NICE!



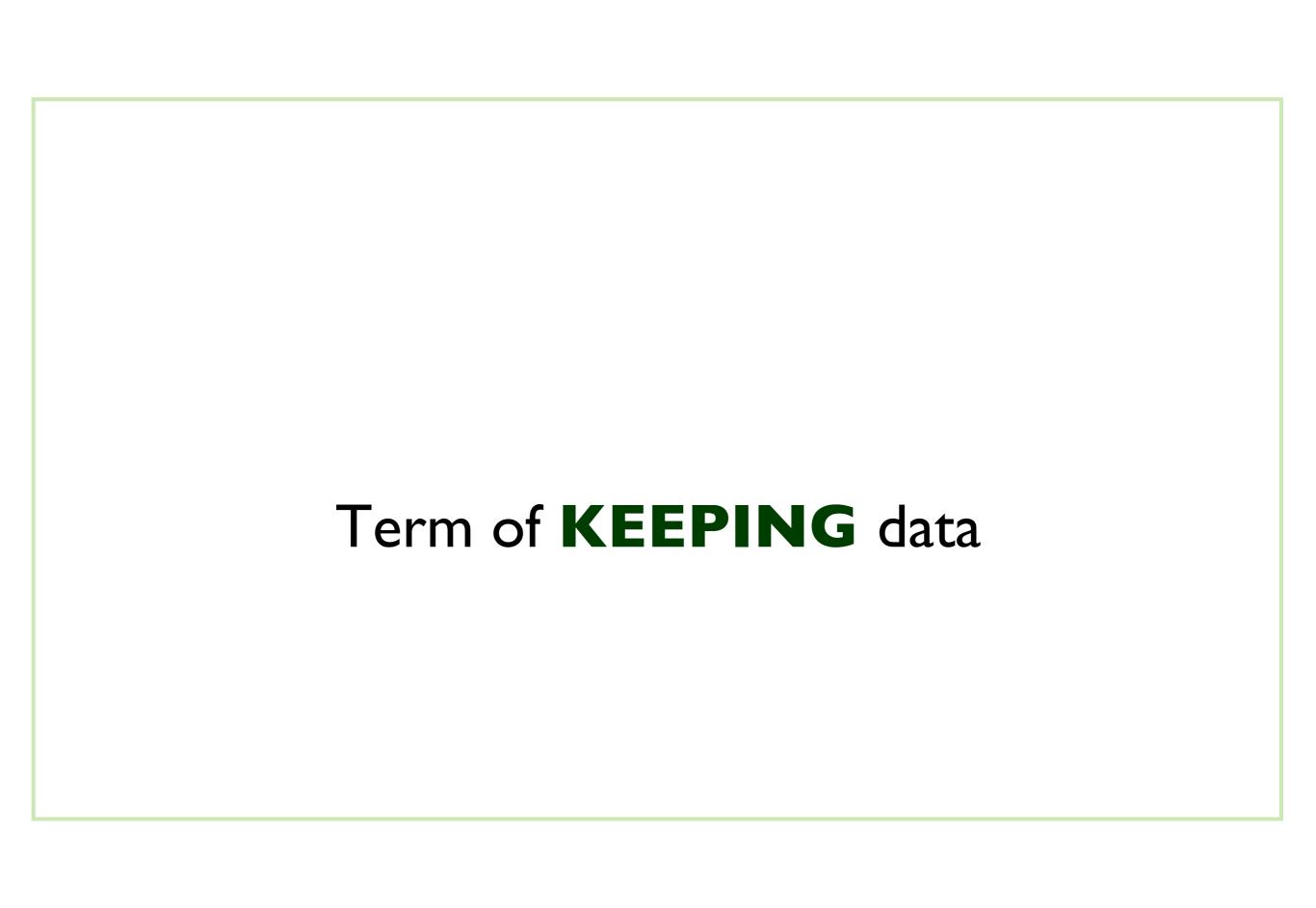
# When are you **WORKING** with personal data?

# Have a very clear idea on **USAGE** of personal data?

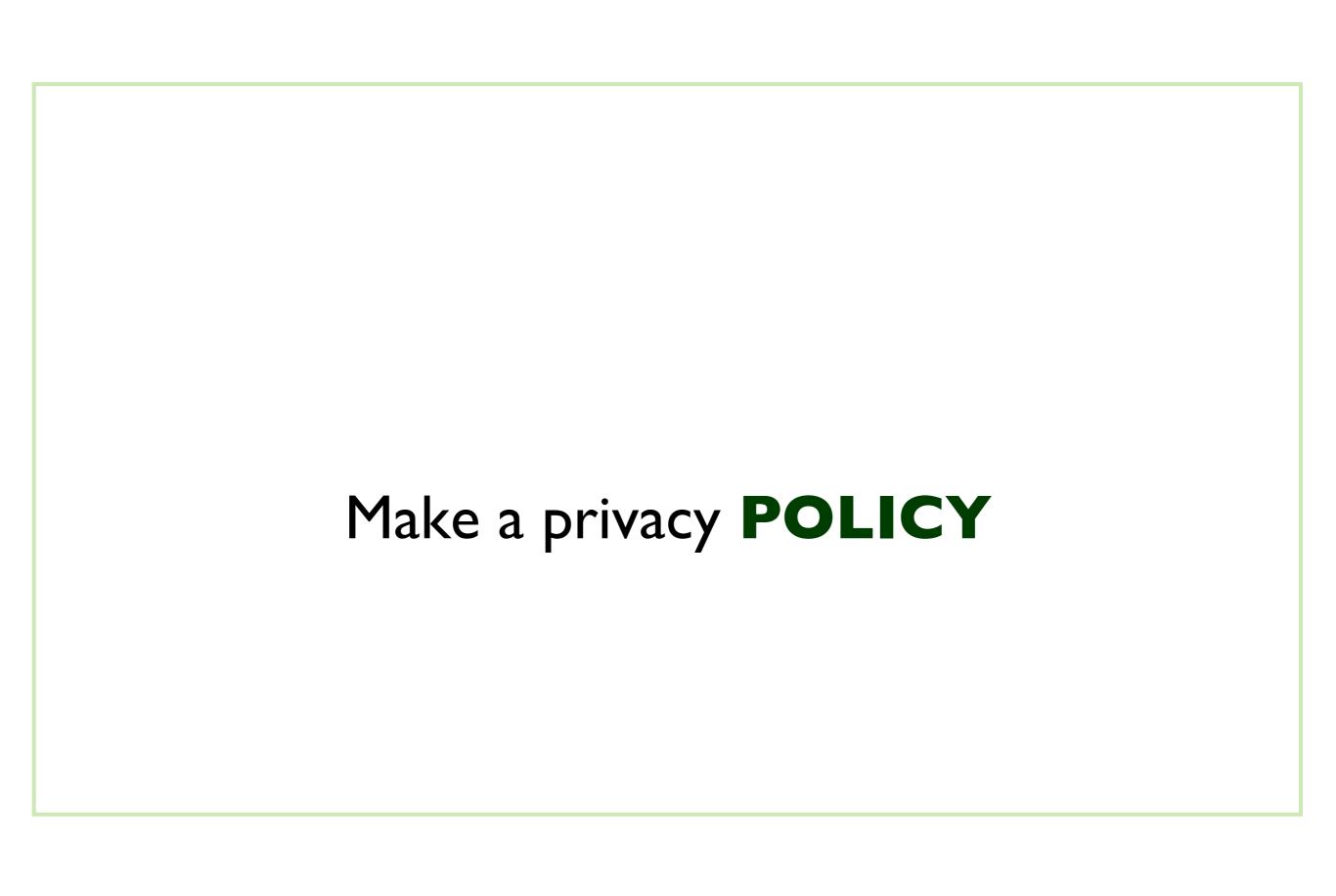
# Do not ask for data that you will not **USE**



Get clear **CONSENT** from person to use his data!



Keep data SAFE! (third parties)



# **COOKIES**

# Know what **COOKIES** you are using

## Inform and ask permission

## Intellectual Property

"Intellectual property is the bundle of legal rights that arise from the creative genius of the human mind"

# name, trademark, brand, logo, codes, patent

#### IP:

#### What are you doing wrong?

- you started developing BEFORE you incorporated the company, the company does not own the IP rights
- you had a FRIEND helping you out with programming/codes, he claims part of the IP/ownership
- the **DOMAIN/URL** is registered under your name and not by company
- you think that registering a **TRADENAME** is sufficient to protect the brand
- you were very enthusiastic about the name Tweetdeck for your new company

#### This is 5% of this presentation you should remember

- Legal matters ARE the right problem to focus SOME of your TIME and MONEY on
- It is all fun and games until someone slaps you with a **LAWSUIT**
- Always make an AGREEMENT with your clients, suppliers, developers, advisors, etc
- Do not start writing contracts, but read and understand every article. **DIY** is a bad idea
- Online WEBSTORE: new strict rules, especially consumers
- Do not hide information: be transparent and do as PROMISED
- Privacy & Cookies: play nice, use this in your ADVANTAGE
- IP: check ownership of codes, trademarks, domains etc.

### Questions? Coffee?





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