

Tapio Pekelharing

startup lawyer
/entrepreneur

August 20, 2014

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

PENN
PEKELHARING
STROES
ADVOCATEN



PEEKLEGAL

C/M/S/
Law . Tax



ANDERSENLEGAL

Entrepreneur/investor

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



**Bon
Chic**

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

And...

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**)

Trade Register: what's the **POINT?**

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 (**14 DAYS**)

Mandatory **FORM** for withdrawal!

If not clear: **12 MONTHS** withdrawal

PRICING (VAT, handling, sending)

Pay in advance? > **50%**

Period of **DELIVERY**: max 30 days

Deliver as promised (**EXACTLY**)

Be transparent and be **NICE!**

Privacy

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

Make sure personal data is **CORRECT**

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

Term of **KEEPING** data

Keep data **SAFE!** (third parties)

Make a privacy **POLICY**

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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