Commercialisation Engagement Guidelines

Turning research into real-world impact: A guide for creators

MINISTRY OF BUSINESS, INNOVATION & EMPLOYMENT
HĪKINA WHAKATUTUKI

Te Kāwanatanga o Aotearoa
New Zealand Government

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Shaping Commercialisation in the Aotearoa New Zealand Context

Publicly funded research is a critical national asset, generating knowledge, capability, and intellectual property. Its full value is realised when it is applied, adopted, or used - through commercialisation and other impact pathways. Effective commercialisation contributes to high-value job creation, globally competitive firms, increased private investment, and stronger research–industry connections.

New Zealand operates in a distinct research and commercialisation environment. Distance from major markets, a small domestic customer base, and relatively thin capital markets can make scale more challenging. Opportunities often need to be positioned for global markets early.

Commercialisation is defined as translating research into real world use and benefit, often through products, services, or ventures.

New Zealand faces a distinctive research commercialisation challenge. Geographic distance from major markets, a small domestic customer base, and relatively thin capital markets mean that achieving scale typically requires early global engagement. At the same time, productivity growth and economic complexity have lagged comparable economies, increasing the urgency of translating research into real-world impact.

New Zealand's context also has distinctive strengths, including world-class research, strong problem-solving capability, connections to Asia-Pacific markets, and the role of mātauranga Māori within the research system.

New Zealand has established an emergent commercialisation ecosystem that is well positioned to deepen capacity and broaden capability given the right conditions.

The government has signalled a clear intent to lift the performance and coherence of the science system, including through clearer expectations about commercialisation and knowledge transfer from publicly funded research.

As part of this direction, clearer settings for the ownership and management of intellectual property arising from publicly funded research have been introduced through a new National Intellectual Property (IP) Management Policy.

Commercialisation is not the only pathway to impact - but where products, services, or ventures are the best route to real-world adoption, it is a critical mechanism for delivering sustained economic and societal value.

Who these Guidelines are for

These Guidelines are for IP creators in Aotearoa New Zealand where the National IP Management Policy enables greater control, ownership and benefit from commercialisation of their IP. They are for creators from tertiary organisations (and in some situations other public or private research organisations) who are involved in research with potential for scalable economic, social, and environmental impact.

Creators are people who have made a creative or inventive contribution to intellectual property

Designed as a practical reference, these Guidelines support conversations and decision-making as ideas move toward commercialisation. They are not a checklist, rulebook, or requirement to commercialise, and they do not replace expert or legal advice. Instead, they provide a shared framework to:

- support early engagement and clearer expectations
- guide discussions at key points in the commercialisation journey
- help navigate uncertainty, roles, and decision-making as opportunities evolve.

These Guidelines are intended to inform creators of what they should expect from the process and from various actors in the system and what choices they may be required to make at various times. They are designed to be used over time, not read linearly, and to make engagement more transparent, predictable, and accessible, especially for those new to the process. They reflect a shift toward enabling greater creator agency and making commercialisation a more normal, supported part of our research system.

The National Intellectual Property (IP) Management Policy sets direction for IP ownership and incentives, whereas these Guidelines focus on how people engage in practice. Together, they aim to create a more coherent, transparent, and effective system.

These Guidelines are primarily oriented toward creator-led research, consistent with the approach described as *Situation One* in the National IP Management Policy.

In practice, many research activities involve collaboration across institutions or contexts. The guidance is intended to remain useful in these settings, noting that specific arrangements may differ depending on organisational roles and responsibilities.

Outcomes

These Guidelines aim to strengthen New Zealand's research-to-impact system by improving confidence, clarity, and alignment across the commercialisation journey. They seek to increase commercialisation activity through more spin-outs and startups, stronger licensing and IP revenue growth, earlier and deeper industry and investor partnerships, and greater global reach for New Zealand generated IP.

Spin-outs are new companies formed to develop and commercialise intellectual property from a research organisation.

Overall success is defined by faster and more effective translation of research into real-world use, with more sustainable and investable ventures that grow in New Zealand, create jobs, and compete internationally. While recognising that impact can take multiple forms, the core goal is a more connected and capable system that consistently turns research into value and delivers stronger returns for creators, businesses, and the public.

Principles of engagement

Commercialisation is non-linear and involves uncertainty, competing interests, and risk. These Guidelines assume that challenge is inherent to the process and emphasise constructive, trust-based engagement.

Good faith engagement
Engagement is open, honest, and constructive, including about uncertainty and what is needed to move forward.

Creator agency and informed choice
Creators are supported to understand options and make decisions aligned with their goals, motivations, and appetite for risk.

Early and evolving engagement
Conversations begin early and remain exploratory, recognising that understanding, roles, and commitment develop over time.

Future contribution over past activity
Support, equity, and benefit sharing reflect anticipated future roles, effort, and value creation, not early exploratory activity alone.

Respect for context
Engagement recognises different institutional and personal contexts, and where mātauranga Māori is involved, is undertaken through genuine partnership.

How to Navigate these Guidelines

Commercialisation journeys are rarely linear.

These Guidelines are intended to support thinking and conversations as ideas move toward impact. They are not a step-by-step process, and they do not replace institutional policies or agreements.

> *"You don't need all the answers to start. You need to know who to talk to next."*
> *— Researcher / Founder*

Navigate these Guidelines your way *Move forward, pause, or return to earlier sections as questions arise, options narrow, or new information emerges.*				
Idea	**Early conversations and disclosure**	**Assessing the opportunity**	**Moving forward with support**	**Choosing a pathway**
You have a research idea or discovery with potential real-world use	You talk with your research office, technology transfer office (TTO), or others to explore whether it might have potential You formally notify your organisation about the IP	You work together to understand the idea, its potential, and what might be required	You progress the opportunity with the appropriate support and agreements	You consider options such as forming a spin-out or licensing to an existing organisation
→ See Sections 1, 2 and 3	**→ See Section 4**	**→ See Section 5**	**→ See Section 6**	**→ See Section 7**

These Guidelines sit alongside the National IP Management Policy and institutional processes. The Policy sets expectations around ownership and incentives. These Guidelines focus on how people engage in practice and are intended to make decision-making clearer and easier to navigate, particularly early on when uncertainty is highest.

In practice, creators can use these Guidelines to prepare early conversations, sense-check options, and navigate moments where roles, expectations, or pathways begin to take shape. They support informed choice and help explain why certain discussions arise, rather than directing decisions or outcomes.

Intended to be a living document, these Guidelines will be reviewed and updated over time as practice evolves, and feedback is received.

Section 1:
Commercialisation and Impact

Researchers engage with commercialisation for many reasons, but the starting point is usually the same: a desire to create impact from research. A creator exploring this point in these Guidelines is likely thinking about the opportunities to generate impact beyond publications.

Situating commercialisation within impact pathways

These Guidelines draw on nationally recognised impact pathways developed by the Impact Planning and Evaluation Network (IPEN), which position commercialisation within the wider New Zealand context. Commercialisation is one of several pathways to impact, enabling research to be translated into real-world use and benefit, alongside pathways such as policy influence, practice improvement, community and public engagement, and advancing kaupapa Māori.

See Appendix 4 for an overview of the types of pathways to impact as described by the IPEN.

Impact refers to the ways research can create value beyond academia – across economic, social, environmental and cultural contexts.

Commercialisation in its different forms

These Guidelines reflect that research starts with people and ideas, not deals or spin-outs. In practice, creators and research organisations pursue a range of pathways.

Commercialisation is shaped by the nature of the research, intended impact, market readiness, and the level of organisational involvement. Some of the most common pathways are:

- **Spin-outs** are new companies formed to develop and commercialise research or intellectual property from a research organisation. They are particularly relevant for creators looking to become founders.
- **Joint Ventures** are companies established in equal partnership typically between a research organisation and an industry partner.
- **Licensing** is an arrangement where an existing company is provided permission to use, develop, and commercialise intellectual property.

Founders take a leading role in building and growing a venture, they are not always the original creator and reflects who is driving the business forward and contributing to future value.

Opportunities can follow different pathways with varying risks and time commitments, and there is no expectation to commit to one from the start. Where a research organisation remains strategically involved over time, a spin-out approach may best align long-term interests and risk. Where ongoing involvement is limited, licenses models may be more appropriate, with returns linked to performance as outcomes scale. See Section 7 for more information on spin-out and license pathways.

Other forms of commercialisation, such as contract research, are also valid means of generating impact.

Section 2:
Managing Intellectual Property

This section looks at the types of intellectual property and what you need to do to ensure your creation is protected.

What is intellectual property

Intellectual property (IP) refers to the creation of the mind and comes into existence when something is generated through a creative or inventive process.

This may include an idea or concept, method, design, or original expression. IP is protected in law through a variety of mechanisms – from patents to trademarks – to enable people to earn recognition or benefit from what they create.

Intellectual property is a way of transforming a creative idea or a useful discovery into an asset that can be legally protected and commercialised.

Intellectual property is the ideas or creations developed through a creative or inventive process.

There are several types of IP protection available however not all will be applicable to every idea. Options include (but are not limited to):

- **Patents** protect new and inventive technology
- **Copyright** protects original written or creative works
- **Trademarks** protect names and brands
- **Designs** protect the appearance of a product.

See Appendix 5 for a full summary of the IP protection types.

The best protection likely involves multiple types of IP. For example, a product protected by a patent, design or a plant variety right can be marketed under a Trademark by a company with a registered name and website.

If your IP strategy involves a patent and/or a design, it is important not to publicise the invention before applying for protection. This includes presentation, demonstration or publication.

For more information on Intellectual Property Office of New Zealand (IPONZ), see https://www.iponz.govt.nz/

IPONZ grants and registers IP rights in New Zealand. This includes trademarks, patents, designs, plant variety rights and geographical indications. They provide general information about what IP is and how it can be protected, including general information about non-registered IP such as copyright.

What/who are creators

For the purposes of these Guidelines, a creator is the natural person who has made a creative or inventive contribution to intellectual property. Where more than one person contributes to the creation of IP, there may be multiple creators. This reflects existing legal concepts such as inventor (for patentable inventions) and author (for copyright works).

As research is often iterative, a creator does not own everything that came before them. Rather, a creator is identified by their contribution to what is new. In many cases, this is only fully understood when the creator informs their research organisation of their creation (the point of disclosure), when the work can be considered as a whole.

Managing IP in academia

A common misconception is that commercialisation and publication can't go together, that due to the drive to *publish or perish* that to commercialise, someone must actively choose not to publish. In reality, it is more nuanced.

A creator with a potentially patentable invention may be best to wait, or only publish parts, of their research prior to filing an application. In other cases, publications are a core commercial strategy where a publication provides reputation and reach (such as in medical or clinical settings).

Furthermore, invention in the academic environment generally involves multiple contributors across groups, departments and organisations. As determining who is or has contributed to IP can be complex, it's considered good practice to create and implement IP management plans at the initiation of a research project, to smooth the commercialisation process in the future.

See Appendix 6 for more information on IP management plans.

A **patent** protects an invention, process, device or how something works, and gives you the right to stop others from using or copying your invention without a license for up to 20 years. Your rights only exist in each country that the patent is granted in.

Mātauranga Māori, taonga and IP

In Aotearoa New Zealand, mātauranga Māori and taonga may intersect with or form part of intellectual property. In comparison to the above, where IP is held by identified persons, mātauranga Māori is usually shared by people, groups, and/or kaitiaki.

Section 3:
Mātauranga Māori and Taonga in IP and Commercialisation

This section provides guidance for researchers and research organisations where a potential commercialisation pathway may involve mātauranga Māori, taonga works (such as artworks or designs), or taonga species.

It is designed to support early, proportionate thinking so that IP and commercial decisions remain workable as a project develops. It applies in a range of situations, including where Māori researchers, kaitiaki, iwi or Māori entities are already collaborators, inventors, applicants, or leading the commercial pathway.

Why these matter

Questions about mātauranga Māori or taonga can arise in many kinds of research and innovation. In some projects, these inputs are central. In others, they sit alongside scientific, technical, or creative contributions. Early clarity on what is contributing to the value of the work, and who is connected to those contributions, helps preserve relationships, supports fair and durable value sharing, and keeps a wider range of commercial and non-commercial pathways open.

What counts as mātauranga Māori or taonga inputs

Mātauranga Māori or taonga may contribute to an invention, creative work, or commercial opportunity in different ways. These inputs can include knowledge, resources, and cultural expression, whether held by individuals, collectives, or organisations.

Examples of inputs that may be relevant include:

- **Knowledge or know how** derived from Māori knowledge systems, including understanding of species, materials, environments, processes, or uses.
- **Taonga species**, including native flora or fauna of cultural significance, and knowledge associated with their characteristics, properties, or uses.
- **Taonga works or expressions**, such as designs, artworks, motifs, narratives, language, or performance traditions.
- **Cultural frameworks, tikanga, or values** that materially shape how a solution is conceived, designed, or applied.

In IP work, teams usually test whether an input contributes to what is being protected or commercialised. That framing applies across all inputs, including mātauranga Māori and taonga.

When mātauranga Māori or taonga is likely to be material

Materiality is a term that reflects the criticality or significance of something and in this context is useful for understanding whether an input contributes to what is new, distinctive, or valuable about an invention, work, or commercial proposition.

Indicators that mātauranga Māori or taonga may be material include (but are not limited to) situations where:

- The invention, design, or process is derived from that mātauranga Māori or taonga, depends on it, or is hard to separate from it.
- The knowledge or resource is closely held, not widely available, or associated with identifiable kaitiaki.
- Commercial use could reasonably be expected to affect the interests of Māori groups connected to that knowledge, work, or species.
- The value proposition relies on cultural origin, narrative, provenance, or recognised uniqueness.

Where mātauranga Māori or taonga is material, it is usually worth addressing early because it can shape IP strategy, governance, and the commercial pathway.

Who may be connected, and why

Where material mātauranga Māori or taonga inputs are present, there may be people or groups with a recognised connection to those inputs. In some projects those parties are already part of the team. In other cases, relevant kaitiaki connections may need to be identified as the nature of the opportunity and pathway become clearer.

Depending on context, connected parties may include:

- **Identifiable kaitiaki** associated with specific mātauranga Māori or taonga species.
- **Iwi, hapū, or Māori entities** with customary or cultural associations.
- **Māori collaborators**, including researchers, designers, artists, or knowledge holders who have contributed to the work.
- **Governance or stewardship groups** established to look after particular forms of mātauranga Māori or taonga.

Connections can be shared or layered. It can be useful to treat identification as a practical step for good decision making rather than a requirement to settle every question upfront.

Different considerations for mātauranga Māori and taonga in IP and commercialisation arise along the journey from early-stage through commercialisation and will be highlighted in the relevant sections.

See Appendix 7 for more information including a list of public resources to support creators.

Section 4:
When You Have an idea - Early Engagement and Disclosure

This section explains what typically happens when you first start exploring an idea and how early conversations begin.

Understanding the early commercialisation journey (pre-disclosure)

Commercialisation engagement often begins with informal, exploratory discussions with a technology transfer office (TTO), research office, or faculty member to sense-check a potential opportunity. Early conversations can feel uncertain, ambiguous, or even a bit uncomfortable. It is not a sign that something is wrong! It is simply a reflection of the discussions before the full picture has come into view.

Technology transfer offices (TTOs) support conversations about intellectual property and help explore commercialisation opportunities. In some instanced, this function may be provided by research offices. TTOs may also be referred to as commercialisation offices.

Engagement around commercialisation often begins well before formal disclosure is made. At this stage, the role of the TTO or research office is to help clarify options and risks so that creators can make informed choices as their thinking evolves.

Creators may have informal conversations with members of their research organisation to:

- consider whether an idea may have potential real-world application or commercial value
- understand whether and when formal disclosure might be appropriate
- discuss timing considerations (such as publication plans or partner interest)
- explore possible pathways to impact at a high level
- seek support to manage relationships, risks or conflicts of interest including confidentiality agreements
- seek connections and access to relevant expertise.

> *"Clarity tends to come once you engage early with your TTO or commercialisation team."*
> *— Researcher*

Where mātauranga Māori or taonga is involved at the idea stage, creators should focus on understanding and identifying relevant inputs and relationships. Useful questions for creators to consider include:

- Are any mātauranga Māori, taonga works, or taonga species contributing to what is being developed?
- Which of those inputs are contributing to the value proposition or to what might be protected?
- Are there existing relationships, agreements, or expectations that should be recognised early?

To support them, creators can ask their research office, TTO, or more directly Māori contributors, iwi and kaitiaki. It is more important to enquire about how and who to engage than to answer immediately.

Pre-disclosure conversations are a normal and legitimate part of the commercialisation journey. These early discussions are typically informal, exploratory, and non-committal. Their purpose is to build shared understanding and awareness, rather than to trigger decisions or negotiations.

Disclosure of intellectual property

Disclosure is the point at which a creator formally notifies their organisation in writing of IP created that may be a new technology or potential commercial opportunity. This will usually take the form of a document that can be recorded on file.

Under the new National IP Management Policy, creators are required to disclose the creation of IP to their research organisation.

Disclosure supports identification of all creative or inventive contributions, confirmation that no third party has an ownership claim, protection of future value, and assurance that creators do not unintentionally commit the university to unnecessary obligations or risks. Disclosure does not determine or change ownership.

New IP may involve multiple creators with rights under the National IP Management Policy. Disclosure may require consulting other creators or making a joint disclosure.

> Disclosure does not commit you to a specific pathway or outcome. Information may be incomplete, options remain open, and the focus is on understanding the opportunity.

Preparing for disclosure and early assessment

The early post-disclosure phase focuses on developing a shared understanding of the opportunity, including gathering technical information and clarifying who was involved in creating the IP, and who may have rights to access, use, or benefit from it (sometimes referred to as establishing *clean title*).

To support this, creators should prepare the following for disclosure:

- a description of the research and its potential application
- known contributors, collaborators, funders, or partners
- publications both by the creator and others which are relevant
- relevant timing considerations (such as publications or existing commitments)
- the creator's interests and aspirations regarding impact
- team availability, capacity, and commitment.

What happens after disclosure and the 90-day disclosure period

For Situation One Creators, the National IP Management Policy includes a review period following disclosure (commonly referenced as 90 days).

Its purpose is to support timely engagement and clarity about whether, and how, a commercial opportunity might be progressed. In many cases, additional time may be required to adequately understand the opportunity. This may also be necessary where creator(s) have not sufficiently identified all contributors.

> The National IP Management Policy introduces a new *90-day period* review period. This period may be extended at any time by written agreement between the creator and the research organisation or its TTO.

Following disclosure, both creators and research organisations have choices. Creators may either choose to commercialise the IP independently, or to work with their research organisation. Where parties choose to work together, they need to act in good faith to agree on scope, support, and expectations.

> **Where agreements fit**
>
> As commercialisation pathways progress, early conversations about roles, support, and incentives are often reflected in formal agreements. These agreements work best when they support ongoing engagement and adapt as contributions evolve.

Section 5:
Making Sense of the Opportunity Together

This section explains what typically happens as you begin to explore an opportunity in more detail and make sense of what it might become.

Commercialisation can feel opaque, especially for creators engaging with commercialisation for the first time. These Guidelines make common language and processes more visible to support informed, good faith engagement.

They are not designed to turn creators into commercialisation experts. They are designed to help creators understand what conversations are likely to arise, why they arise, and how to engage with them confidently.

At any point, the parties may engage with external partners, pause for further work, or revisit the opportunity at a later stage as new information emerges. All these steps are by agreement between the creator and the research organisation and/or their technology transfer office (TTO).

Early assessment: understanding whether an opportunity is worth exploring

Early assessment involves the initial conversations and sense-making that help creators and their research organisations understand whether an opportunity is worth exploring further, and what might be needed to do so.

Creators come to early assessment at very different points. Some are exploring an idea for the first time. Others may already have a tested concept, a prototype, or early market interest. As a result, the same questions may arise over time, but the depth and evidence expected increase as the opportunity develops.

The purpose of early assessment is not to determine readiness, but to help creators and their research organisation understand where the opportunity currently sits, what is still unknown and what, if anything, should happen next.

Before early engagement, creator(s) should be ready to discuss or consider the following areas. This supports productive conversations and helps clarify ***whether*** or ***how*** to proceed. Individuals should remember:

- Early discussions are exploratory, not binding.
- You do not need commercial expertise at the start.
- The process is about shared understanding.
- Clarity about contributions and disclosures helps protect you and your organisation.
- Decisions to pause or redirect are normal and sensible.

What a creator may get asked / need to consider	How this helps a creator, TTO or another Commercialisation Partner to build a bigger picture
Market and value • What problem does the research address, and for whom? • What makes the innovation novel or potentially valuable? • Who might benefit from the product, or be the primary customer or user?	**Market and value** • The scale of the problem and who is willing to pay for a solution. • Early indications of demand or unmet need. • Whether there are relevant regulatory, geographic, or sector specific considerations. • A high level, evidence-informed view of market size or value.
Pathways to impact • Is there a known path or use for research like this? • Are there existing interested industry parties? • Are there personal preferences or aspirations which may impact how this might be commercialised? (i.e.: through spin-out, license, etc.)	**Pathways to impact** • If there is an existing channel to market or interested party. • If there is team interest in supporting the commercialisation.
Title and contributions • Who has contributed to the research, and to what degree? • Are there any collaboration agreements or third-parties to consider?	**Title and contributions** • Whether there are clear rights to use and commercialise the IP. • What parties should be involved and how, and what benefit might they seek.
IP protection and landscape • Have there been any prior disclosures (publications, presentations, theses)? • Are there upcoming disclosures planned (publications, conferences, news reports)? • What aspects of the idea or innovation may be protectable?	**IP protection and landscape** • Whether there is a potential method to protect the IP. • If considering a patent application, that it is undisclosed, novel and non-obvious. • What existing IP or potential blockers may restrict commercial use (or prevent protection).
Competition or dependent technology • Are there other similar technologies out there? • What might make this better, and why? • Does the technology or product rely on complementary, competing or related technologies?	**Competition or dependent technology** • Who the competitors (or potential partners) may be. • Whether there is an alternative way to achieve the same result.

Market validation

Market validation is often the central driver of early assessment. Strong market signal helps determine how much further technical, IP, or regulatory work is worth doing. Early validation may involve conversations with partners or customers to test assumptions.

Early engagement assesses the potential value and impact of research by clarifying the problem it addresses and who benefits. The goal is not a full market analysis, but an initial, evidence-based view of commercial potential. These discussions help determine whether the research has a credible path to commercialisation or is better suited to non-commercial routes like publication or open access. Early discussions may include:

- the primary market and where those customers are located any secondary or alternative markets that may be relevant over time potential customer needs or pain points
- whether the market requires special regulatory access
- indicative estimates of market size, based on defined segments or regions, using industry data, academic literature, or comparable products or services.

Title and contribution

A central part of early engagement involves clarifying title and contributions. Research teams are often collaborative, drawing on the expertise of multiple researchers, students, external partners, or funded projects. Early engagement will include consideration of who has contributed to the research and how IP rights are structured or shared amongst contributors.

Title matters because the title holder has the exclusive right to own, control, benefit from or transfer to IP. Creators and researchers may be asked about inventorship, authorship, and source of contribution. There may also be a difference between the initial creator of a piece of IP and therefore who is named as an inventor on a patent application, and someone who has contributed to the development of that IP that may have IP or benefit rights.

It is important to raise and distinguish these in engagements. Addressing these matters early supports transparent discussions, helps to identify any issues that may need to be resolved before progressing, and avoids complications later.

IP protection and landscape

Early engagement may include consideration of how an innovation might be protected and whether there are obvious constraints or risks associated with existing intellectual property.

A technology transfer office may ask about previous publications, conference presentations, or informal disclosures to evaluate whether patenting or other protection mechanisms remain viable. For IP protection that requires new, novel, or inventive IP, it is important to consider disclosure of the IP.

Creators should be prepared to provide information on any prior disclosures (such as publications, conference presentations, theses or even conversations with external parties of relevance), including where these publications include sections on future work. This is because for something to be inventive it must also be non-obvious in the eyes of another expert in the field.

Similarly, they may explore or attempt to identify any obvious barriers that could prevent the innovation from being used or commercialised later. At this stage, Freedom to Operate (FTO) in its true meaning, is not very applicable as there is no product on the market or a complete view of what that product may be to compare FTO. Instead, technology transfer offices would seek to sufficiently understand the technology to complete a landscape scan of competing technologies either on the market or as registered IP.

Freedom to operate (FTO) refers to whether existing intellectual property may restrict how an innovation is developed or used.

Lastly, a technology transfer office may ask about interactions with external parties and suggest plans to manage IP and confidentiality appropriately.

Mātauranga Māori and taonga

At this stage it may be appropriate to:

- Clarify the nature of any mātauranga Māori or taonga input and how it connects to the IP.
- Confirm who the relevant contributors are, including Māori inventors, co-inventors, collaborators, or partner entities where applicable.
- Consider whether access and benefit sharing arrangements are relevant, and if so, what form they could take.
- Seek advice or support where it will help inform next steps.
- Test whether certain pathways, for example licensing rather than a spin out, fit better with the context.

From concept to credible pathway

Once the early discussions suggest that the idea has some potential, the opportunity enters an initial assessment phase. This part of the process is designed to test key assumptions, identify gaps in knowledge, and refine the opportunity into something that can be more thoroughly evaluated.

Before this is undertaken, creator(s) should query when, how and by whom the work to shape an opportunity would be completed. In some cases, the creator(s) could undertake further assessment by themselves. In others, a research organisation, technology transfer office or an external party (IP attorney or market consultant) would be best placed to support. In any of these cases, expectations from all parties regarding their involvement should be clear.

It's important to understand what the expected outcome of the assessment may be and how this adds value to the next phase of the development.

Initial opportunity assessment

Initial assessment also involves thinking through what further validation might be required. Many opportunities need technical experiments/prototypes, user testing, and external feedback before moving forward. A technology transfer office usually works with the creator(s) or research team to outline the minimum set of activities required to reduce uncertainty and support a reasoned go/no-go decision.

A central task of initial assessment is gaining a clearer picture of the commercial environment in which the innovation might operate. This may involve reviewing comparable technologies, identifying plausible customer groups or user segments, and considering whether existing solutions already meet the need effectively. Creator(s) are not expected to provide detailed commercial analysis, but they should be prepared for conversations that probe the scale of the opportunity, the maturity of the market, or the urgency of the problem.

A creator or technology transfer office may also examine the intellectual property position in greater detail. This might involve deeper patent searches, evaluation of novelty, or whether existing rights could constrain future use. At this stage, the question is not whether a patent application should be filed, but whether there is enough novelty and inventiveness to justify further investment. Discussions and assessment across this phase might include:

- A market opportunity scan – e.g. early market segmentation and identification of likely early adopters.
- Early Market or third-party validation (such as customer conversations to show evidence of demand)
- Competitor and alternatives analysis.
- Identification of gaps, or triggers for pain points that the innovation addresses.
- Identifying what technical or user focused evidence is required, including outlining key experiments, prototypes, user tests, or partner conversations.
- Mapping initial route-to-impact options (licensing, spin-out, collaborative development).

This phase concludes with a clearer articulation of what the opportunity is, where its value may lie, what risks or constraints exist, and what additional work is required to progress. Not all projects continue past this point, and many that pause now may become viable again in the future as new data, research, or partnerships emerge.

Building evidence for a decision

For opportunities that progress, the next phase is more detailed and evidence driven. The goal now is to build the technical, commercial, and user focused data needed to determine whether the innovation is ready for commercial development.

This phase is resource intensive and aims to generate decision grade evidence that allows creator(s) and research organisations to determine whether, and how, the opportunity should move towards commercialisation. As with the initial assessment, it's important to understand what the expected outcome of the assessment may be and how this adds value to the next phase of the development. This may also be the point where creator(s) begin discussions with research organisation(s) about the future support and resources they require to validate the opportunity.

Opportunities that progress into validation require a more detailed and structured investigation. Validation involves confirming whether the innovation performs as expected, can be applied in realistic conditions, or meets the needs of potential users.

Technical validation may involve creating a prototype, gathering performance data, or undertaking focused experiments that demonstrate feasibility. Commercial and market validation involves seeking user or partner feedback on how the innovation would be received in practice, what modifications may be needed, and whether potential customers or licensees perceive it as valuable.

During this phase, intellectual property strategy becomes more concrete. Patent applications may be drafted or filed. Ethical, regulatory, and compliance related factors are also explored in greater depth, especially for medical, digital, or data rich innovations.

As the commercial potential begins to shape, a preferred path to market (licensing, spin-out formation, joint development, etc.) is developed.

Development across this phase might include:

- Proof of concept / prototype development and creation.
- Feasibility testing and user feedback.
- Expanding earlier Market Validation – E.g. through discussions with industry, clinical partners, pilot customers etc. on potential application and value.
- Developing IP strategy including filing targeted patent applications.
- Completing landscape/FTO analyses for priority markets.
- Engaging potential investors or partners.

This stage is often iterative: new information may reshape the opportunity, reveal new pathways, or modify earlier assumptions.

The purpose is not to prove with certainty that the innovation will succeed in market, but to generate enough decision grade evidence to choose the most appropriate commercial pathway—or to decide with confidence that the opportunity should not progress.

See Appendix 8 for resources on the commercialisation process and the decisions sought through each phase.

Section 6:
As Pathways Become Clearer: Roles, Support, and Contribution

This section explains how conversations about roles, support, and contribution develop as an opportunity becomes more defined.

As research moves toward impact through commercialisation, conversations about support, roles, and benefit share surface as opportunities crystallise, risks are assessed, and greater expectation on time and commitment result.

Surfacing the differing priorities and aspirations of creators, researchers, organisations, and partners early helps ground these decisions and keep progress aligned as the opportunity develops.

What researchers are considering and asking	What research organisations and TTOs are considering and asking	What Investors and External Partners are considering and asking
Researchers are often balancing interest in impact with their core research role, career incentives, and personal risk tolerance.	Research organisations are typically balancing limited commercialisation resources across many opportunities. Their focus is often on progressing opportunities with credible pathways to impact, while managing institutional risk, reputation, and obligations. For research organisations and their commercialisation functions, this stage marks a shift from assessment to considering future contribution.	Investors and commercial partners are typically focused on the likelihood of execution and return relative to risk, and on whether early arrangements will support or hinder future growth.
As pathways become clearer, researchers often begin to ask: • What role do I want to play going forward? • Am I prepared to take on a founder or leadership role if this progresses as a spin- out? • How much time, risk, and uncertainty am I willing to commit over the longer term? • Who else needs to be involved for this opportunity to succeed?	Typical questions include: • What level of ongoing support might be required if this pathway proceeds? • What organisational expertise, capabilities, resources, time, networks, or reputation are likely to be involved? • Is this an opportunity where deeper involvement is likely to contribute to future value creation, or where a lighter role is more appropriate?	Questions external stakeholders are likely to ask: • Is the team aligned on roles, commitment, and direction? • Who is responsible for execution and taking on risk? • Do early arrangements support future investment, or create friction?
Motivation, commitment, and appetite for risk matter at this stage. Not all researchers want, or are suited, to leading a venture, and recognising this early can help avoid misalignment later. Questions about people and team dynamics also become more important as roles, decision-making, and accountability start to take shape.	At this point, reasonable support may begin to deepen, reflecting increasing clarity about roles and commitment.	Where expectations about roles, support, or contribution remain unclear, these issues often surface later during investment or partnership discussions, when they are harder to resolve and more likely to disrupt progress. This is why clarity about future contribution, rather than early exploratory activity alone, becomes increasingly important as opportunities develop.

Early exploratory activity is different from long term commitment. Roles, levels of involvement, and expectations often change as opportunities develop, new information emerges, or pathways are reconsidered. Good engagement at this stage is not about reaching early agreement on outcomes. It is about making roles and expectations visible, aligning perspectives, and ensuring decisions are made at an appropriate point in the journey, based on shared understanding rather than assumption.

Taking time at this stage to surface perspectives and test alignment helps reduce friction later, particularly once external partners or investors become involved.

Using reasonable support to anchor benefit sharing conversations

Across the commercialisation journey, different parties may focus on different questions, but they are often grappling with the same underlying thoughts - How will my future contribution be enabled, shared, and recognised over time?

The National IP Management Policy introduces a new concept: *reasonable support* – the standard service(s) and general supports that may be offered to a creator by a research organisation, such as through its technology transfer or research office, to enable commercialisation of an opportunity.

Reasonable support provides a practical anchor for these conversations. By focusing discussions on:

- what support is expected going forward
- why that support matters for the opportunity
- how roles and involvement are likely to evolve over time.

Creators, researchers and research organisations can build a shared understanding that supports proportionate, transparent decisions as uncertainty reduces.

This approach helps avoid anchoring expectations to early activity alone and instead centres conversations on future partnership and contribution to value creation.

> *"People taking on future responsibility are often recognised differently from those who contributed earlier." — Venture Investor*

Support may include some combination of the following, depending on the opportunity, stage, and intended pathway. The mix and depth of support will vary depending on context and readiness.

Reasonable (standard) support may include some of the following. *This support is typically early, exploratory and informational.*	**More than reasonable (standard) support may include some of the following.** *This support is typically tangible financial or in-kind contribution, and relates to activities that have costs associated.*
Guidance through the commercialisation process Help to understand available pathways and key decision points **Advice on intellectual property** Support to understand options for protecting IP and how to work effectively with IP advisors. **Managing conflicts of interest** Assistance to identify, declare, and manage conflicts as roles evolve. **Access to relevant expertise** Connections to legal, technical, commercial, or sector specific expertise as needed. **Guidance on capital and partner engagement** Support to understand funding options, how investors and partners typically assess opportunities, and when engagement is appropriate. **Support for venture or deal readiness** Help to test assumptions, articulate value propositions, and prepare for engagement with external parties.	**Patent application and/or maintenance** Contribution toward the costs of drafting, filing, or maintaining patent protection **Regulatory and compliance support** Practical assistance to navigate regulatory requirements, approvals, or standards that are material to progression and value creation. **Access to facilities and infrastructure** Use of specialised laboratories, equipment, pilot facilities, or testing environments where these are necessary to advance development. **Ongoing capability access** Continued access to institutional capability such as technical expertise, development support, or specialist functions that enable execution over time.

What to consider when working outside institutional support

Choosing to go alone, or to take ownership of IP outside institutional support, can involve additional complexity and cost that is not always immediately visible.

This can include engaging legal advice such as IP lawyers, working through negotiations with your institution on transfer or use rights, and taking on responsibility for managing title, compliance, and conflicts of interest.

It often also requires navigating these processes independently. For many, this highlights the value of early engagement with institutional support to understand options, implications, and the level of support available.

Benefit and revenue sharing as a reflection of reasonable support

Where a spin-out pathway is being considered, equity discussions often become more visible at this point in the journey. Equity should not be treated as a reflection of early exploratory activity, nor a default, entitlement.

Instead, it is best understood as a reflection of:

- the nature, depth, and duration of commercialisation support expected going forward
- the enduring value and advantage that contributions such as IP can provide
- the future contributions each party anticipates making as the opportunity develops.

See Section 7 for more information on equity and spin-out pathways.

Where equity is not appropriate for the pathway being pursued, reasonable support may instead be reflected through other commercial terms (such as a proportionate revenue share or other benefit share), consistent with the principle that arrangements should reflect support for the commercialisation of the opportunity or contribution to future value creation.

Any benefit sharing arrangement must be transparent, proportionate, and capable of being explained to third parties such as investors.

The National IP Management Policy reorients the research organisation to invest in the commercialisation opportunity, as compared to seeking benefit from research and business-as-usual activities already performed - particularly where those have been funded by Government.

Acknowledging mātauranga Māori or taonga

As a commercial pathway becomes clearer, the focus shifts to arrangements that are transparent and workable over time.

Considerations may include:

- How the interests of connected parties are recognised in ownership, licensing, revenue share, attribution, and governance.
- Whether ongoing involvement or consent expectations are relevant to the pathway.
- How to ensure the basis for decisions can be explained clearly to future partners, investors, or regulators.

Section 7: Understanding Commercialisation Pathways

This section expands on the spin-out and license pathways. It provides context to help creators understand what each involves, how they differ, and how to think about which pathway may be appropriate as an opportunity develops.

Commercialisation involves translating research into products, services, or ventures. In practice, pathways are shaped by the nature of the research; the intended impact; market readiness and the level of involvement different parties want to take on.

For the purposes of these Guidelines, commercialisation pathways are the different routes through which research is translated into use, including forming a spin-out or licensing intellectual property.

> *"Every deal looks different and there isn't a single model to follow. The terms reflect the context, the partners, and the work involved. Most decisions are worked through case-by-case." — Commercialisation Director*

Two of the most common pathways are licensing and spin-outs. Different pathways involve different levels of involvement, commitment, and risk.

Understanding the spin-out path

A spin-out is one pathway for translating research into impact. It is not the default route, and it is not the right choice for every opportunity or every creator.

A spin-out involves creating a new, independent entity to develop and commercialise research originated intellectual property. Unlike licensing, where an external organisation takes responsibility for development and delivery, a spin-out places that responsibility within a new venture operating under market conditions.

They are purpose-built to take research out of the lab and are typically pursued when that journey requires new capability, capital, and focus that existing organisations cannot easily provide. For instance, when there is no clear existing company suited to take it on, and when substantial further development, iteration, or regulatory work is required. This often involves taking on greater responsibility for direction, resourcing, and risk over time. Most importantly, spin-outs require a committed team.

From research to spin-out: understanding the shift

Choosing a spin-out means moving from a research-led environment to a market-driven one.

Priorities shift toward delivery, trade-offs, and external feedback, with decisions shaped earlier by customers, partners, funding, and regulation. Timelines may accelerate, uncertainty increases, and progress depends on blending research expertise with commercial, operational, and relational capability. Understanding this shift can help creators judge whether a spin-out is the right fit.

Roles, expectations, and commitment

A spin-out pathway can involve different roles and levels of involvement for creators over time. Some may remain closely involved; others may contribute to advisory or technical capacity. There is no single model. What matters is clarity about preferred roles, time commitments, and the trade-offs involved.

Being aware of these differences early can support more realistic expectations.

See Appendix 9 for a view of what creators should think about when embarking on a spin-out journey.

Working with others

Spin-outs are rarely developed alone. They typically involve collaboration with research organisations, technology transfer offices, co-founders, investors, and commercial partners.

Early alignment on roles, contributions, and ways of working can support more effective collaboration. Importantly, while a spin-out may offer an opportunity for creators to have more direct control over the commercialisation of their IP, the decisions made by a company are informed by its Governance Board.

Preparing for a spin-out: Becoming a founder

The definition of *founder* is broad, but in general founders take a leading role in building and growing a venture and reflects who is driving the business forward and contributing to future value. Creators become founders when they come into the beginning of the company and lead the spin-out. Founders are not always the original creator, and not all creators will become founders. Founders need to really understand their business and opportunity to succeed.

> *"I have done it a few times now and every one of them looks different."*
> *— Researcher / Founder*

Understand the problem, customer, and market *Investors expect clarity on problem definition, customer segmentation, competition, and product–market fit.*	Founders need to speak with a lot of prospective customers. A rule of thumb raised: talk to at least 100 customers before raising capital. • Product–market fit is not just desirability, it includes: • Who pays, why, and how • Market size and reachable segment • Evidence your product fits actual workflow and purchasing dynamics
Know your business model *Who pays, how they pay, the margins, and whether the model scales.*	• What are customers paying for? • Who is the purchaser versus the user? (Critically important in med-tech.) • What margins can you achieve? • How scalable is the sales model?
Understand your vertical's commercialisation pathway *Each vertical has unique stage-gates and capital needs*	• Regulatory milestones (e.g., med-tech, pharma) • Prototyping barriers, including for First-of-a-kind (FOAK) technologies • Hardware manufacturing constraints • Long development cycles
Identify value inflection points *Milestones that materially increase valuation and unlock new investors.*	• These inflection points are often unclear at first. You learn them by: • Speaking with domain investors • Speaking with experienced founders in your vertical • Identifying acquirer expectations (what data, scale, or validation they need)
Understand your capital and talent requirements *Founders need to understand what resources they need in future.*	• What is your capital strategy • How will you retain and incentivise the right people?

Understanding capital

Capital is the money and investment a company raises to turn an idea into a viable and scalable business. For research-based spin-outs, capital needs are often large and raised in stages. Raising capital is not just about funding - it also brings obligations, timelines, and long-term partners who shape the company's direction.

Founders need a clear capital strategy that links each funding round to specific milestones. Investors expect a simple story that shows how certain amount of money will achieve defined progress and increase the company's valuation. Spin-outs typically raise multiple rounds over time, so founders must plan how much capital is needed at each stage and what value each raise will unlock.

Choosing the right support is as important as raising money. Not all capital is good capital - misaligned investors can limit future options. founders should look for supported and investors who understand the sector, can help attract future funding, and bring networks, expertise, or credibility.

A *cap table* sets out who owns the company and in what proportions, including founders, research organisations, investors, and spin-out team or employee share options. It is the ownership map of the business and underpins decision-making, incentives, future hiring, and the value founders may realise at exit (the point where an existing owner sells their stake). Managing the cap table well is critical to maintaining motivation and flexibility over the company's life.

Investors expect founders to be careful with early equity because it shapes the company's future and is very hard to fix later. A *clean* cap table means that most shares are held by the founders and a small number of active, committed contributors, with clear rules (like vesting) and no inactive shareholders. Investors like this because it shows clear ownership, simple decision making, and room to reward future hires.

How early decisions about equity can impact the future

Equity represents the amount of money an owner would retain if all assets were sold and debts repaid. It is also known as the *book value* of the company at any time and is the price at which someone (e.g. a founding team) is prepared to sell shares to shareholders (in return for capital) and to other employees (in return for talent retention). Decisions about equity are important and has long-lasting impact.

When a decision about equity is made early, it affects the future capital table. *Dilution* happens every time the company issues new shares (for example, to investors or employees). Everyone's percentage ownership goes down, even though the total company may be growing. Each time a company receives new investment and new owners, dilution occurs. You should aim to maximize the use of any capital as it preserves equity.

Capital can come from a variety of sources. Research organisations may support founders by giving access to resources—such as equipment—that would normally come at a cost, and in some cases, they may also provide funding. Seed and venture capital investors are another important source of capital. Anyone who invests capital generally expects a return, and founders should recognise that each investor's contribution is valued equally and should be treated in a fair and consistent way.

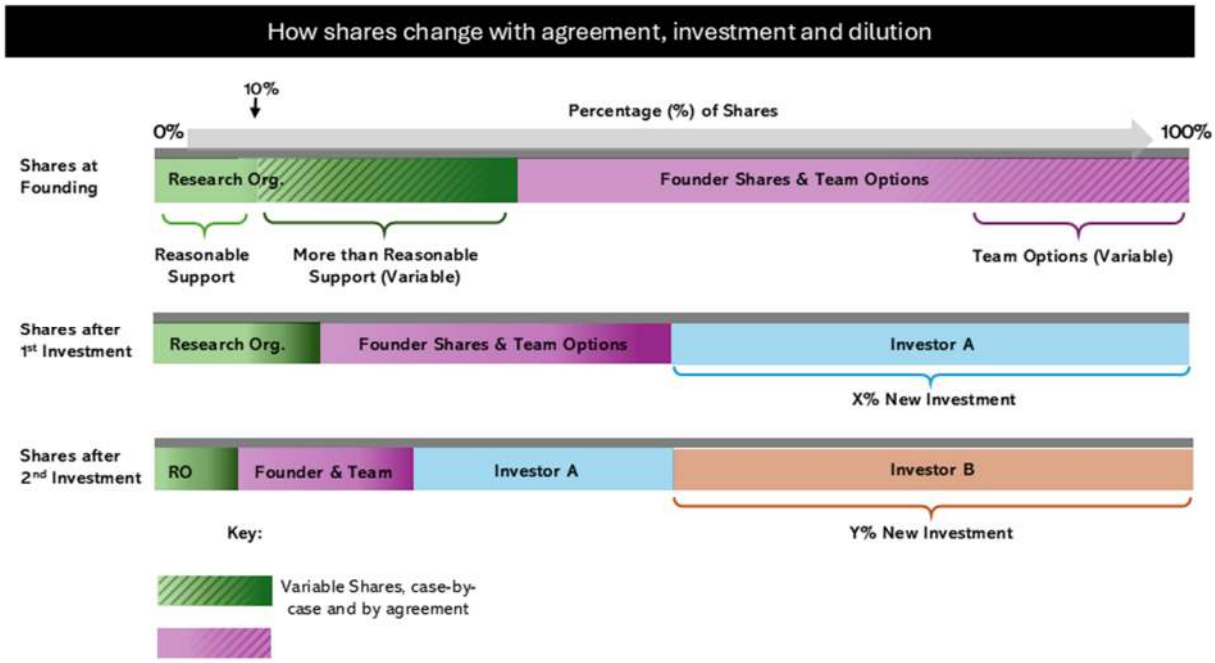
Creators should think about equity for co-founders and future employees in two different ways. They should consider the concepts of *work done* and *work to be done*. At the very earliest stage of these companies, rewards for creators should be founding equity, with the majority share being granted to those who will be staying in the business. Not everyone who contributes to the original idea should have significant shareholdings. Founders should also consider that they are likely to need to issue share options (right to buy shares at a certain price) to attract future key talent.

When considering a capital table, founders should keep in mind that at an early-stage capital providers like to see that their investment, or future investment, leaves those who are critical to the company enough equity after dilution.

When creators are seeking agreement of the amount of equity provided to the research organisation in return for *reasonable supports* they should consider:

- All services involve costs, and it is reasonable for these to be covered. Research organisations offer a unique and supportive environment that is typically not available to inventors outside of such institutions, which adds meaningful value.
- Founders should treat any funding provided by their research organisation in the same way as funding from other investors.
- Founders should consider how to fairly balance equity between those who continue to contribute to the business and those who are no longer actively involved.
- Founders should consider how much equity to set aside in an option pool to help attract and retain the right talent.

The image below represents the likely equity a founder of a spin-out will be considering at incorporation, and how it changes with each new investment.



Timing matters

Fundraising usually takes months and must be planned alongside company execution. Founders need to understand how dilution compounds over multiple rounds, how much equity to retain for long term motivation, and when it may make sense to raise capital offshore to access specialist investors.

Licensing and royalty-based pathways

Commercialisation does not always involve forming a new venture. In many cases, licensing provides an effective route to impact, particularly where a suitable commercial partner already exists.

> *"Sometimes the best pathway is to work with an organisation already operating in the market." — Commercialisation Director*

In a licensing pathway, a research organisation grants a third party the right to use specified intellectual property, typically in return for royalties or other revenue sharing arrangements. These arrangements allow research to be taken to market while allowing creators to remain focused on their core role. It suits situations where the research outcome is reasonably well-defined, it aligns clearly with a company's current products or capabilities, or where competition doesn't make good commercial sense.

As with equity discussions, licensing conversations are more constructive when the underlying questions and perspectives are made explicit early. Every license agreement will look different depending on the industry or sector, the technology, and how the technology fits into existing processes and products. Example agreement terms, for example, from local and international resources can help inform what should be considered or discussed, but every opportunity must be assessed case-by-case on its own merits.

What researchers are thinking and asking	What research organisations are thinking and asking	What external partners are thinking and asking
When a licensing pathway is being considered, researchers often ask:	For research organisations, licensing pathways raise a different set of considerations to spin-outs. Typical questions include:	From the perspective of licensees or other commercial partners, key considerations often include:
• Do I want to remain primarily focused on my research rather than building or leading a venture? • What level of ongoing involvement do I expect once a licence is in place? • How will my contribution be recognised if I am not taking on long-term commercial risk? • How might royalties or other revenue sharing arrangements work over time as impact scales?	• What level of support is required to identify, secure, and manage a suitable licensee? • What costs, risks, or obligations will the organisation continue to carry once a licence is in place? • How active will the organisation's role be over time (for example, in IP management or relationship management)?	• Is the intellectual property sufficiently mature, well defined, secure and protected for licensing? • What obligations or restrictions accompany the licence (such as exclusivity, field of use, or sublicensing)? • How will royalties or revenue shares be calculated, monitored, and adjusted over time? • What ongoing engagement is expected from the research organisation or researcher?
Researchers may also be weighing trade-offs between speed to impact and potential upside, and between certainty of returns and longer-term uncertainty. Surfacing these questions early can help ensure that licensing arrangements align with researchers' goals, incentives, and appetite for ongoing involvement.	Where organisational involvement is more limited once a licence is established, and there is little ongoing strategic contribution, royalty-based models are often more appropriate than equity-based approaches.	Clarity on these questions early can help reduce friction later and support smoother execution once a licence is in place.

Linking support and royalties

Royalties and other revenue-sharing arrangements are best understood as a way of recognising future contribution/value, not as payment for early exploratory activity.

> *"Good outcomes tend to come from informed judgement rather than fixed formulas."*
> *— Venture Investor*

In licensing pathways, royalties are typically structured as a share of future income generated from the use of the intellectual property, rather than as an ownership interest in a venture. Where a research organisation continues to play an active role over time (for example through IP management, relationship management, or ongoing technical or commercial support) it is reasonable for this contribution to be reflected in the structure of royalty or revenue-sharing arrangements.

Where ongoing involvement is minimal, simpler royalty structures may be appropriate. In all cases, the intent is to align incentives, recognise contribution over time, and support sustainable pathways to impact.

Company versus Investor Expectation

As a contrast to spin-outs, where investors typically expect founders to hold a significant ownership, companies looking to license technology expect the technology to be held in, and by, an enduring and secure entity. In some cases, licenses may be for multiple technologies across both dependent and independent IP. Creators should be prepared for companies to seek appropriate risk management by engaging with the institute.

Keeping pathways flexible

Licensing and spin-out pathways are not mutually exclusive. Opportunities may move between pathways as they develop or combine elements of both over time.

For this reason, early conversations are best focused on clarifying roles and expectations, understanding likely future contribution, and keeping options open as uncertainty reduces.

This helps ensure that decisions about equity, royalties, or other commercial terms are made at the right time and are based on shared understanding rather than assumption.

> *"Talking to people who have done this before is often more useful than reading a perfect example." — Researcher / Founder*

Acknowledgments

These Commercialisation Engagement Guidelines were developed by the Ministry of Business, Innovation and Employment (MBIE), informed by advice from a Reference Group convened to provide practical, sector informed insight.

The Reference Group brought together experience from across universities, public research organisations, technology transfer, investment, and venture creation. Members contributed perspectives, tested assumptions, and helped shape the guidance to ensure it is practical, usable, and grounded in the realities of early-stage commercialisation.

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Appendix 1: Glossary

Commercialisation

Translating research into real-world use and benefit, often through products, services, or ventures.

Intellectual property (IP)

Ideas or creations developed through a creative or inventive process.

Creators

People who have made a creative or inventive contribution to intellectual property.

Founders

Founders take a leading role in building and growing a venture, they are not always the original creator and reflects who is driving the business forward and contributing to future value.

Disclosure

The point at which a creator formally notifies their research organisation of IP that may have commercial potential.

Technology transfer offices (TTO)

TTOs support conversations about intellectual property and help explore commercialisation opportunities. In some instanced, this function may be provided by research offices. TTOs may also be referred to as commercialisation offices.

Commercialisation pathways

The different routes through which research is translated into use, including forming a spin-out or licensing intellectual property.

Spin-out

A new company formed to develop and commercialise intellectual property from a research organisation.

Licensing

Where an organisation is given permission to use, develop, and commercialise intellectual property.

Equity

Refers to an ownership share in a company and is often discussed as part of how future contribution may be recognised.

Royalties or revenue share

A share of future income generated from the use of intellectual property.

Reasonable support

Refers to the guidance and assistance that may be provided to help explore and progress an opportunity.

Freedom to operate (FTO)

Refers to whether existing intellectual property may restrict how an innovation is developed or used.

Appendix 2: National Intellectual Property Management Policy

The National Intellectual Property (IP) Management Policy provides further definitions and terms commonly used in these Guidelines, such as IP and creator(s). For more see:

- A new IP management policy for New Zealand research | Ministry of Business, Innovation & Employment
- Intellectual Property (IP) management policy | Ministry of Business, Innovation & Employment

Appendix 3: Technology Transfer Offices and Commercialisation Entities

University Tech Transfer Offices	Website
University of Auckland UniServices	Commercialising University of Auckland Research for Real-World Impact | UniServices
Auckland University of Technology AUT Ventures	Ventures | AUT Ventures
University of Waikato The Research and Enterprise Office	The Research & Enterprise Office | University of Waikato
Massey University Massey Ventures	Massey Ventures Ltd | Commercialisation at Massey University New Zealand
Victoria University of Wellington Wellington UniVentures	Wellington UniVentures
University of Canterbury Research & Innovation office	Research Commercialisation and Intellectual Property at the University of Canterbury | University of Canterbury
Lincoln University Research & Innovation Office	Lincoln University Research
University of Otago Otago Innovation	Centre for Innovation About us, Centre for Innovation | University of Otago
KiwiNet A Commercialisation Partner Network Partner	KiwiNet
The Lighthouse A Commercialisation Partner Network Partner	The Lighthouse

Appendix 4: Intellectual Property Exchange Network

The types of pathways to impact and how impact is achieved as described by the Impact Planning and Evaluation Network (IPEN).

With a …	impact is achieved …
Policy pathway	when research findings are effectively communicated, translated and incorporated into policy (strategic or operational), including informing legislation, regulations, rules and guidelines.
Practice pathway	through changes in practice (e.g., clinical, industrial, agricultural or public sector practice), often requiring a combination of training/education/awareness raising, technical change and innovation.
Community and public pathway	by supporting changes in communities or public knowledge, awareness, attitudes and behaviour, including through public engagement, dissemination and community-based programmes.
Kaupapa Māori pathway	through working as, by, and with Māori in a way that realises Māori aspirations, informed by tikanga and Te Ao Māori. This pathway can be understood as a distinctly Te Ao Māori expression of other impact pathways.
Commercialisation pathway *(including licensing and spin-outs)*	through developing new or improved products, services or processes for use in the market, including through the creation of new ventures or transfer of technology and/or knowledge to existing organisations. While successful commercialisation can generate revenue over time, it is typically pursued in cases where real-world adoption is best enabled through transforming research outputs into products, services or processes that can be adopted in practice. In doing so, it can deliver benefits to New Zealand across economic, environmental, social and cultural dimensions.

Appendix 5: Intellectual Property Types

IP Type	What is it?	Examples of use in a science or technology context
Company name Registration	A registered business name stops any other person from registering a company with that name. Reserving your company name is the first step in incorporating a company in New Zealand.	A spin-out company to commercialise an invention can be registered to reserve the name.
Copyright	Created automatically with original work, like artwork, books, websites, computer programs, drawings, plays, films, music, and sound recordings. You may use the symbol © to show that you claim copyright in a particular work, but just because this is not present does not mean the work is not protected by copyright. All original works are protected by copyright as soon as they are tangible. Copyright protects works for up to 50 years after the author's death, depending on the type of work.	Computer code used in the analysis of results. Promotional material and instructional material. Publications including theses and posters. Illustrations and technical drawings.
Designs	A design registration protects the unique features of a shape, configuration, or pattern of an object. It is the visual, or external, design of an object that is protected. A registered design cannot be only functional; it must be differentiated by the way it looks too. It is important you do not publish or share your design idea before you have applied for your registered design. Design rights can last for up to 15 years.	A new medical device such as a catheter could be protected by a registered design.
Domain Name Registration	A domain name helps people find your website. It distinguishes your website from global competitors.	A spin-out company to commercialise an invention may have its own website. Registering the domain name saves that web domain for the company.
Geographical Indications	Geographical indications (GIs) are all about where something is made. They are a sign of authenticity and quality. GIs are used by producers of specific products to link their product to the reputation of the place the products are from. GIs are applied for by an association of producers, for example a wine producers association, and can be used by any producer of that product from that region.	Champagne – the sparkling wine that comes from the Champagne region in France. 'Champagne' made in NZ, could not receive the Champagne GI as this indicates a specific origin.

IP Type	What is it?	Examples of use in a science or technology context
Patent	A patent protects an invention, process, device or how something works, and gives you the right to stop others from using or copying your invention without a license for up to 20 years. Your rights only exist in each country that the patent is granted in. During this time, you have exclusive rights to make, use and sell your invention in that country and thereby profit from your ingenuity. To get a patent granted for your invention, your invention must be new, useful, and inventive. Being new means that no one else has disclosed the same invention anywhere in the world before. It is important you do not publish or share your idea in public before you have applied for your patent. Disclosing such information may prevent your invention from being considered new or inventive. Inventive means that the patent cannot be an obvious improvement on what is already known by people working in that area. The invention must also have a practical use.	A patent can be granted for: • A new substance with useful properties. • A new use of a known substance, e.g., a known drug for treating a different disease. • A new process for producing something. • A new apparatus.
Plant Variety Rights	Plant variety rights (PVRs) protect new varieties or cultivars of plants. Think of your favourite variety of apple or kiwifruit that you can find in the supermarket, it is quite likely that this is protected by PVR. PVRs give plant breeders the exclusive right to commercialise a particular variety including to sell propagating material like cuttings or seeds. A plant variety must be distinct from other varieties, uniform and stable.	A new plant variety with characteristics that make it distinct from other varieties. This can include microorganisms, for example endophytic fungi.
Trade Mark	Distinguish your goods or services in the market place by using a trade mark. Your trade mark could include words, logos, shapes, colours, sounds, smells, or any combination of these. A trade mark can help make what you do or sell stand apart from the competition in the market. They come in several different types – but most trade marks protect words, logos, or a combination of the two. You could register a trade mark for your company name or a product name. So long as no one else is using it, and it is not a common term for the use you want to register it for. A registered trade mark lasts for ten years and can be renewed for as long as you continue to use it. Trade marks are registered in individual countries so you could consider if your trade mark is able to be registered where you want to export to. Trade mark protection must be applied for and registered in each country. So, it is a good idea to get advice about overseas trade mark protection from an IP professional.	The name under which any product, such as a drug or fruit, is sold can be a trade mark. The trade mark will continue after the patents have expired.
Trade secrets	Keeping your ground-breaking techniques secret prior to patenting or registering a design can be useful. However, without legal protection a trade secret can be leaked or reverse engineered.	Key confidential information that is not publicly known but that has real economic value to a business. Trade secrets include things like confidential processes, customer information, business strategies, and secret recipes.

Appendix 6: Intellectual Property Management Plans

Intellectual property (IP) management plans are an outline of what IP might be created, by whom, and how it will be managed in a research project. They're usually created at the initiation of a project where multiple parties are involved in a project.

How IP management plans can support commercialisation

An IP management plan is a simple way to think ahead about how intellectual property arising from a research project might be identified, protected, and used. It provides a shared reference point that helps creators and research organisations plan for future management of their creations, surface issues early, understand where flexibility exists, and avoid misunderstandings once IP is disclosed. A good IP management plan will expect the unexpected.

What to talk about when research projects are established, and what is usually decided later

At start (early-stage awareness):	Later (once IP is disclosed and understood):
• who might be contributing; • how something new may be created and managed; • what background IP or third-party inputs are involved; • who might have rights or interests including benefits; • how 'left field' things should be accounted for; and • whether there are any existing obligations that need to be understood.	• confirm identification of creators; • what is protectable; appropriate commercial pathways; • beneficial deal structure and terms; and • any formal agreements required to support commercialisation or investment.

Appendix 7: Considering mātauranga Māori and Taonga in IP and Commercialisation

Key takeaways

- Mātauranga Māori and taonga can be relevant inputs to IP and commercialisation in a range of ways.
- Materiality is a common IP question that helps identify which inputs contribute to what is being protected or commercialised.
- Where mātauranga Māori or taonga is material, early attention helps keep options open and supports durable arrangements.
- This guidance supports informed conversations and sound process. It does not prescribe a single outcome or pathway.

References and further reading: Public sources

- MBIE: Mātauranga and Taonga Māori and the Intellectual Property System
- Te Puni Kōkiri: Te Pae Tawhiti (Wai 262)
- Waitangi Tribunal: Ko Aotearoa Tēnei, Te Taumata Tuarua Volume 1 (PDF)
- IPONZ: Māori IP
- IPONZ: Māori committees for IP
- Patents Act 2013: Functions of Māori advisory committee
- Plant Variety Rights Act 2022: Māori Plant Varieties Committee role
- WIPO: Treaty on Intellectual Property, Genetic Resources and Associated Traditional Knowledge

Appendix 8: Making Sense of the Opportunity: Triage, Assessment and Validation Process

How opportunity assessment evolves through the commercialisation pipeline

The following graphic merges good practice guidance from various public-sector intellectual property (IP) management and higher-education research commercialisation frameworks. It outlines how assessment of IP and commercial opportunities typically changes across the life of a commercialisation project, including decision gates. This is not a process that must be used; it is a common and practical aid to plan evidence gathering stakeholder engagement, and resourcing across the pipeline.

Stage 1 – Triage / Disclosure Intake

Objectives

- ❖ Record the opportunity and show immediate risks.

Key questions to test

- What is the problem and who potentially benefits (primary users/customers)?
- Has any enabling disclosure occurred (papers, theses, conference, code repositories, data sharing)?
- What rights and obligations arise from funding, collaborations, or institutional policies?
- Is there a committed team and who might want to be involved in the commercialisation?

Typical activities

- Map contributors and likely IP ownership (title), confirm any third-party obligations.
- Record/collect disclosures and confirm publication plans or any filing windows.
- Rapid literature and landscape scan (across market, competing solutions, IP).
- Evidence & data required to support assessment.
- Logged disclosure with opportunity brief (problem, solution concept, use-cases, novelty claim).

Decision gate

- ❖ A need or opportunity is articulated, a path is plausible, and risks are manageable.

Stage 2 – Initial Opportunity Assessment

Objectives

- ❖ Form with evidence a view of the commercial potential and protection options.
- ❖ Consider an initial route-to-impact (license, spinout, JV, in-house) and critical unknowns.

Key questions to test

- Is there credible demand (who pays and why now)?
- What is protectable (through patent/design/trade secret) and where?
- What are early blockers in target markets?
- What validation or development is needed to manage technical, market, or team risk?

Typical activities

- Engage potential customers and experts in the market to sound out opportunity.
- Develop IP position summary, including prior art and landscape scans.
- Define minimal validation work (experiments, prototypes, user tests).
- Consider high-level commercial pathways and resourcing assumptions.
- Develop initial Technical, Commercial and Regulatory/IP action plans.

Decision gate

- ❖ Proceed if problem/need is validated or shows promise, protectability is plausible, and a realistic path exists.

Stage 3 – Validation / Proof-of-Concept

Objectives

- ❖ Generate evidence on technical feasibility and customer value.
- ❖ Resolve key IP, regulatory, and market risks.

Key questions to test

- What is the smallest test that proves value to a target user/buyer?
- What regulatory pathway (if any) applies and what timelines/costs follow?
- What additional IP filings (patent national phases/brands) are necessary?

Typical activities

- Testing potential customers or partners on purchasing desire, minimum needs.
- Proof-of-concept experiments or prototype build; early customer/user pilots.
- Targeted IP filings (provisional/PCT) timed with publication strategy.
- Technical reports on performance and plan for development including team/capital needs.
- Updated IP strategy & filing roadmap; FTO landscape review in priority markets.
- Preliminary regulatory plan (if applicable).

Decision gate

- ❖ Proceed if meets performance or user needs and there is buyer/market pull.
- ❖ Pause/pivot if critical assumptions fail.
- ❖ Defer further if opportunity is too early.

Appendix 9: Spin-out Resources

What to know about the Spin-out journey before you begin.

Your Ambitions

Startups are hard – they often don't work out but can be still incredibly rewarding.

There are some important questions you need to ask yourself before you begin the journey:

- Are you prepared to commit the time and effort required?
- What do you want to get out of it?
- How much control do you want?
- Who do you want to work with?

Your Networks

Founders are encouraged to:

- Engage local networks for feedback.
- Connect with business and startup supporters early.
- Speak to specialist service providers.

Founders should seek:

- Angels and incubators.
- Experienced founders in their vertical.
- Sector-specific legal and finance.
- Mentors who have raised capital or exited.

Founders must learn to:

- Triangulate conflicting advice.
- Identify who truly understands their context.
- Filter out noise.

What is required for a startup to be successful?

Success ultimately depends on the ability of you and your team to plan and hit key milestones throughout the startup journey, these include:

- Technical Proof of Concept
- Successful prototype / technical feasibility
- Early Market Validation
- Pilot, Demonstrator, or First-of-a-Kind (FOAK)
- Scalable Commercial Model

What does success look like for you?

What Investors want to understand?

- The problem you are solving
- What makes your solution unique, and how will you build a moat around it
- The market you are addressing
- An analysis of existing or potential competitors
- Competency – do you have the team and expertise to execute
- Your financial strategy – revenue and cash flow projections, etc.

What's "The ask" in return?

Why do startups fail?

Failure often occurs due to:

- Lack of diluted funding
- Inability to attract equity funding
- Inability to meet milestones (on time, within budget)
- Competition (better and faster to secure market share)
- Founder team dissolution

It's OK to fail!

Who's your team?

What expertise will you need on your journey? Should they be:

- Co-founding team member (are they core to success, and can you work with them)?
- Early employee? – The expertise required to get the company moving.
- Board Director?
- Investors or industry?

How do you reward them?

Appendix 10: Other Resources

International context - How other countries approach commercialisation

The common aim across the jurisdictions of international commercialisation frameworks is to support researchers, TTOs, and partners to move ideas from discovery to impact in a clear, transparent, and consistent way. Each country does this differently, reflecting their systems, risk settings, and institutional structures.

The links below provide international examples of how different systems approach research commercialisation, to give context and illustrate common practices.

International commercialisation frameworks	
Australia's Higher Education Research Commercialisation Intellectual Property Framework	Higher Education Research Commercialisation Intellectual Property Framework - Department of Education, Australian Government
TenU USIT Guide	University Spin-Out Investment Terms (USIT) | TenU — TenU
Ireland's KTI Practical Guides (to Collaboration, Intellectual Property, License Agreements)	Practical Guides - Knowledge Transfer Ireland
The UK Knowledge Asset Commercialisation Guide (companion guidance to the Spin-Outs Guide)	Knowledge Asset Commercialisation Guide - GOV.UK
The UK Knowledge Asset Spin-Outs	Knowledge Asset Spinouts Guide - GOV.UK