

Bulletin – January 2025

Committee Contact Details

Chairman

Bill Edwards

Secretary

Dermot Hanna

Treasurer

Michael Roberts

Other Committee Members

Simon Binyon

Keith Earnshaw

John C. Fetzer

Jeroni Franco

Bruce Green

John Gushit

Andy Kowalski

M Fahed Qureshi

Hooshang Zavareh

Linked-in page:

Royal Society of Chemistry Consultancy Group

RSC: <https://my.rsc.org/groups/home/157>

The Consultancy Group

The Group is one of the Royal Society of Chemistry's many Interest Groups. The Interest Groups are member-driven groups which exist to benefit RSC members, and the wider chemical science community, in line with the RSC's strategy and charter.

The Group provides a forum for RSC members who are consultants. The Group arranges meetings and workshops to provide networking opportunities and training in aspects of setting up and running a consultancy business.

Non-Disclosure Agreements

G L Walker

Non-disclosure (confidentiality) agreements come in various guises e.g. in consultancy, research and employment agreements, as well as in bare NDAs. To have legal effect, they need to comply with the local law. Any vagueness is the food of disputes.

Verbal agreements are often imprecise and need an independent witness to state what was agreed by whom, when and where. Avoid them in important matters.

Written agreements are precise and show that the parties wish to enter a legally binding agreement on the defined subject matter. The terms are clearly stated in writing in the recitals and clauses though the legal meaning ("the construction") of some terms can be still be uncertain.

The parties need to identify themselves with legal clarity – precise names and physical addresses are needed (not casual, half-baked names or abbreviations, nor trademarks *per se*, nor PO boxes, mailboxes or phone numbers *per se* nor websites *per se*). Details of registered companies, partnerships and charities can be checked with the registrars.

An NDA has a date of signing though sometimes the starting date of the confidential disclosure might be agreed to be later.

NDAs can be one-way, two-ways (mutual) or have multiple parties. If one-way, the NDA must show the correct direction of flow of confidential information and not be signed back to front. NDAs might have a clause to control the period of valid disclosure and another to state the term during which confidentiality must be observed e.g. six years from the date of signing or *sine die*. The subject matter needs to be clearly defined. After a purely verbal disclosure, the disclosures, if not already written down, should be reduced to writing within an agreed number of days with a copy going to the other party, so that both parties know exactly what was disclosed, where and when.

It is unlikely that one party could force the other to keep information confidential if it later enters or has already entered the public domain. The receiving party should take great care to maintain confidentiality e.g. as the Crown jewels, and should not discuss it openly later in a pub, or use a public e-mail or messaging service to repeat the information.

Agreements need to be signed in duplicate by both parties, best done on paper with a pen. Evidence of agreement by digital signatures is vague. The signatories for the parties need to have the power to enter the agreement. Sometimes signings are witnessed or notarised. Aside from operational issues, agreements need to be managed and reviewed in their own right and a record kept e.g. by a company secretary, of the original beside the original document. Due dates such as for expiry or review should be diaried. A regular management review should ensure that the executives working under the NDA are entirely clear about its nature and scope. Files containing confidential material should be clearly marked and the information passed in the recipient's organisation only on a need-to-know basis and only then to others who are known to be under a similar undertaking of confidentiality.

A breach of confidentiality is a very serious matter, potentially opening the breacher to a claim for financial damages in a civil action. Unauthorised or premature public disclosure, even if claimed to be "accidental", could invalidate the patenting of an inventive class of products or processes or registration of a registrable design for a 3D article. In universities, academics must take the greatest care that confidential information that is the property of the university is not disclosed such as in learned articles, meetings or conferences, without written authorisation.

Great care must be taken by inventors in service not to disclose the invention without the written approval of the owner e.g. an employer or commissioner. Inventors in service have no right to do anything with the invention without formal approval of the owner.

Confidential information can be based on trade secrets, inventions, original designs, trade names, trademarks, copyright works, proposed domain names, customer lists, employee lists, product designs and specifications, financial status, business plans and/or databases. Such information is a prime target for spies.

g.l.walker at btinternet dot com.

R&D and IP Management Specialist

What's in that Perfume?

"The Chemistry behind an iconic Christmas gift" joint meeting took place in December 2024. Presentations were made by staff from *Givaudan*, a Swiss-based leader in fragrances.

The presentations highlighted the human sense of smell and the olfactory neurons in the brain together with chemical structure insights into perfumes. An outline was given into the methods by which perfumes are designed. Samples of the scents were provided to the audience to smell and link those scents to the chemical structures and the background behind them when building a scent for retail.

Upcoming Event

Valuing a Consultancy - February 12, 2025, 19:00 (UK time)

Please use the link below.

<https://eu01web.zoom.us/j/69291822616?pwd=HfJUCjNfbMq974G6mYNJDPomzYmHP.1>

Simon Binyon, committee member of the RSC Consultancy Group, will present a short webinar looking at the key issues when valuing a consultancy, particularly if a potential sale of the

business is being considered. Topics to be covered include:

- *Legal status of the business*
- *Understanding turnover and profit*
- *Typical valuation mechanism*
- *Company assets and/or goodwill*
- *Finding a buyer*
- *Option of an 'earn out'*
- *Tax implications*
- *Legal and accountancy support*

Further event information can be found by contacting the RSC using the following details:

Royal Society of Chemistry,
Tel: +44 (0) 1223 432509
Fax: +44 (0) 1223 423623
Email: eventsdatabase@rsc.org

Directory of Consultants

The Royal Society of Chemistry has a list of consultants that are registered with them. It can be found at:

<https://www.rsc.org/membership-and-community/directory-of-consultants/>

The Directory is a service provided by the Royal Society of Chemistry to members, professionals and the public. The information supplied in this directory, and the services offered and delivered, are entirely the responsibility of the consultants themselves, and not the Royal Society of Chemistry.

The consulting experts listed in this directory are all full members of the Royal Society of Chemistry and are bound by the RSC [Code of Conduct](#).

The Royal Society of Chemistry is not responsible for the content of external websites.

If you wish to be added to the Directory, please complete the application forms found on the RSC webpage above.

Member Articles

The members of the Consultancy Group come from a wide range of industries, as can be seen from the list of areas of expertise outlined above.

Is there an area of your knowledge and expertise that you think might be of interest to others in the Group?

The Group is keen to encourage information dissemination and networking to provide a background to consultancy activities.

If you have, or could write, a 200-300 word piece which outlines aspects or anecdotes that you think will be of interest to other members, please contact the Secretary via the following link:

<https://www.rsc.org/membership-and-community/connect-with-others/through-interests/interest-groups/consultancy/#contact>

The author of an article published in this bulletin will receive a £25 Amazon gift voucher.