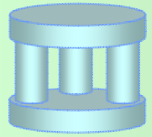


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Legal best practices for collaborative innovative *clusters*



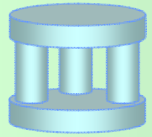
Marco Mazzeschi
Attorney at law – Milan - Italy



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Summary

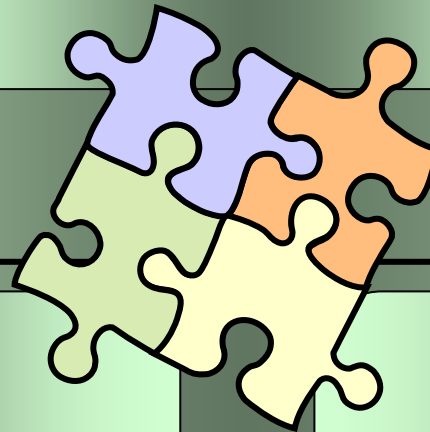
- 1) Nature of Clusters and PVCs
- 2) Clusters and PVC: similarities
- 3) The 3 C parameter
- 4) Clusters and PVCs: differences
- 5) Legal issues
- 6) Choice of legal structure
- 7) The best option: Unincorporated association
- 8) Clusters: organizational structure
- 9) Legal structure for a specific cooperative network
- 10) The cluster broker
- 11) Other legal issues
- 12) Conclusion



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Clusters and PVCs

Nature

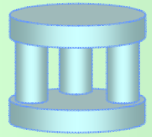


Clusters:

Concentration of inter connective companies

PVCs:

Association of individuals



Clusters and PVCs

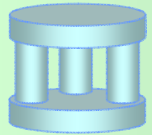
Similarities

Pursuing an economic objective

Identified by a specific knowledge

Aimed to generate value through their collaboration

Use of ICT



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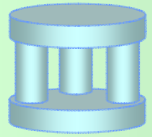
The 3 C parameter

In order to
have a good
chance of working
successfully together
Partners must have:

Compatibility

Capability

Commitment



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Differences

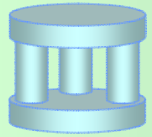
Clusters and VEs:

Need an organizational structure

PVCs:

Require a more agile and flexible structure.

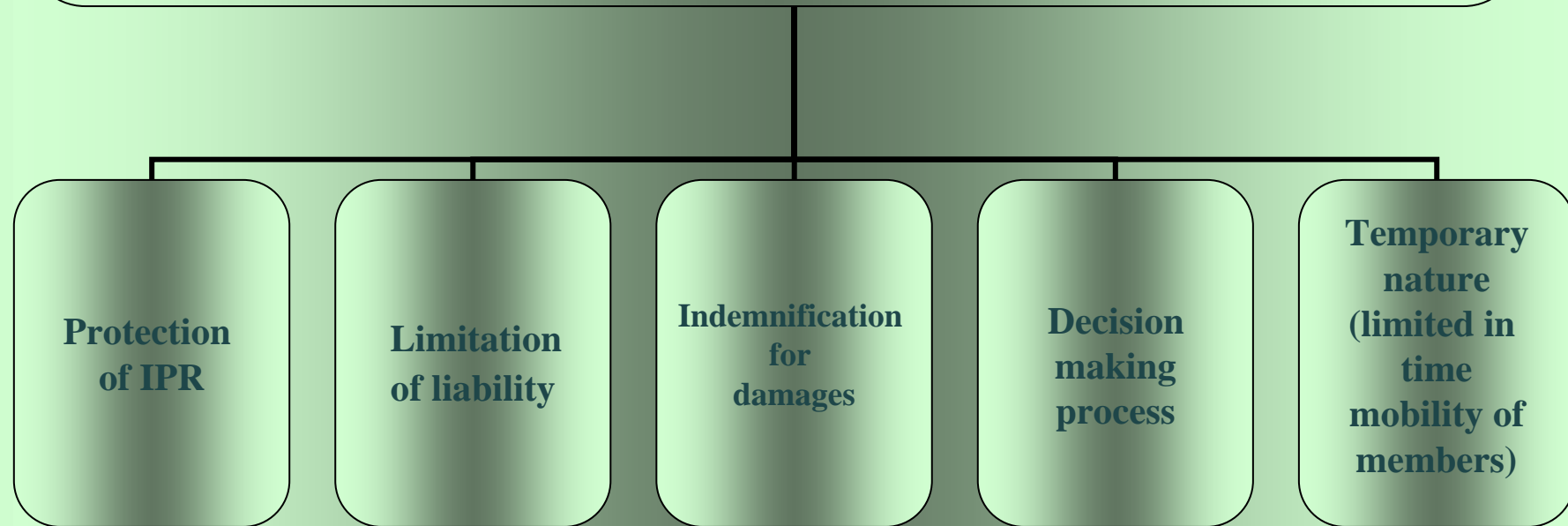
Ad-hoc task-teams of individuals self aggregate concurrently with the task definition, independently from organizational constraints

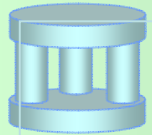


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Legal issues for Clusters/PVCs' players

Legal issues



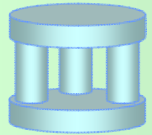


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Choice of legal structure

Amongst the various legal entities and legal forms available, the experience and cases studies show that the most suited and popular legal structure for both *Clusters* and *PVCs* seems to be the:

UNINCORPORATED ASSOCIATION



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Unincorporated Association

**Is not a separate
legal entity**

**No limitation of
liability**

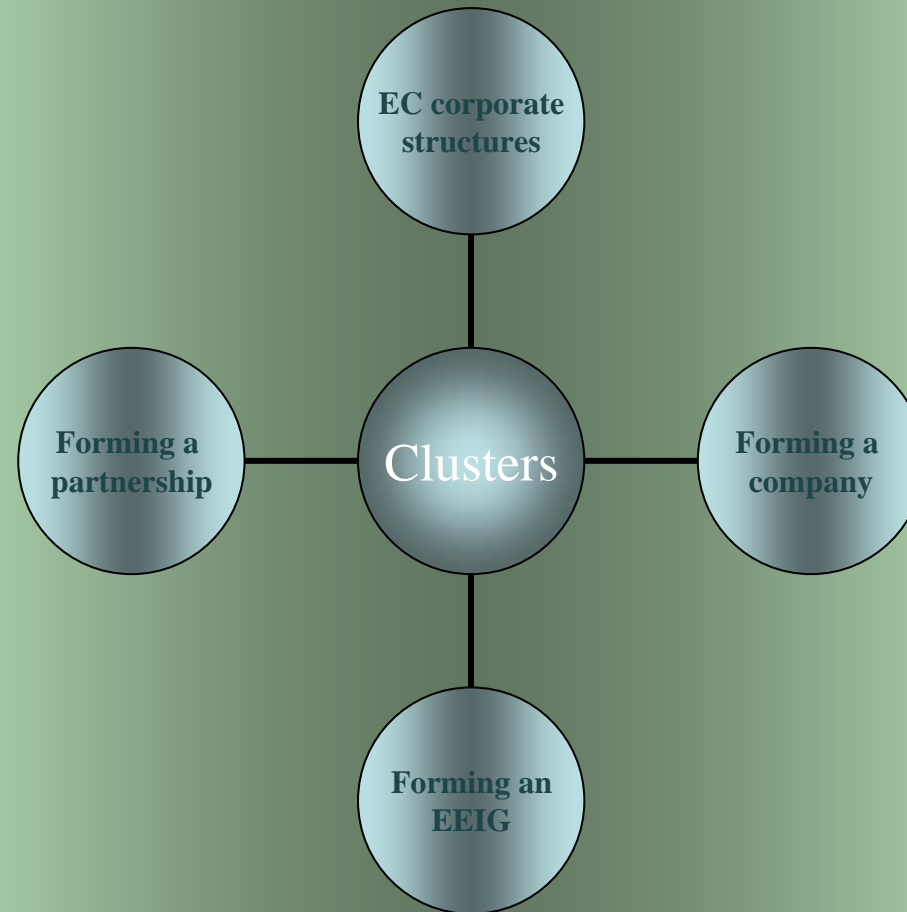
**Is a structure
based upon
solely on contractual
agreements between
the parties**

**No need to be
registered**

**Still some formalities to
be accomplished**



Clusters: organizational structure



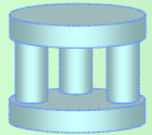


Legal Structures for a specific cooperative network

Parties may
need to
start operation
without having
establish a legal entity

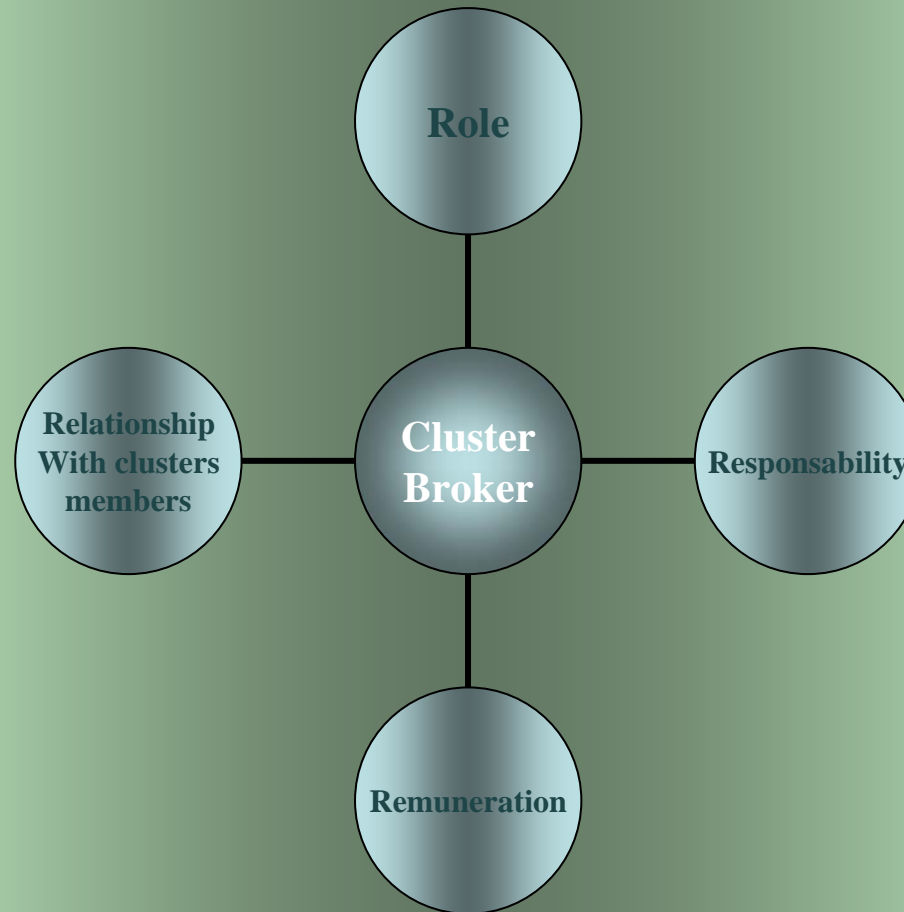
Joint Venture

**Mandate to
a partner**



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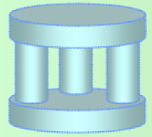
The Cluster Broker





Other important legal issues

- Competition law
 - Art. 81 EC Treaty: prohibition against anti-competitive agreements
 - Art. 82 EC Treaty: prohibition against business abusing their dominant position
- Data protection



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CONCLUSIONS

- **Both Clusters and PVCs need an agile and flexible structure**
- **Unincorporated association is identified to be the best legal structure**
- **Partners/members still need to regulate their relationships with some contractual agreements**
- **Various levels and forms of agreements can be stipulated depending upon the nature of the business, the relationships between the members and the kind of customer**



Additional information

- **ECOLEAD Info resources:**
 - <http://www.ecolead.org>
 - <http://seminars.ijs.si/ecolead>

For any information:

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