

共建蔡司工业质量解决方案应用示范教学培训基地 及应用服务中心合作协议书

Cooperation Agreement of ZEISS IMT Application Training Base and Competence Center

甲方：无锡职业技术学院

Party A: Wuxi Institute of Technology

乙方：卡尔蔡司（上海）管理有限公司

Party B: Carl Zeiss (Shanghai) Co., Ltd.

一、 合作方介绍

Introduction of Parties

甲方：

Party A:

无锡职业技术学院是一所国有公办的省属全日制普通高等职业院校，坐落在风景秀美、人杰地灵的太湖之滨——江苏省无锡市。1999 年经教育部批准为无锡职业技术学院，隶属江苏省教育厅。学校是国家首批“国家示范性高等职业院校”之一，2012 年开始试办四年制高职本科教育，培养本科层次的技术技能人才，2019 年入选国家“双高计划”高水平学校建设单位（A 档）。目前设有机械技术学院、控制技术学院、物联网技术学院等 13 个教学单位，目前全日制本专科生和留学生 13800 多名，教职工 800 余人。

Wuxi Institute of Technology (WXIT) is a full-time public higher

vocational institute, which was located in Wuxi-a beautiful city near the Tai lake. In 1999, it has been approved by the ministry of education and changed its name to Wuxi Institute of Technology (WXIT). In 2012, WXIT has been approved to offer bachelor programs to develop high skilled talents. WXIT was selected as a high-level school constructing units (Level A) in the national double high plan. Now WXIT has set up 13 academic schools ranging from School of Mechanical Technology, School of Automatic Control Technology, School of Internet of Things Technology, etc. WXIT has about 13,800 full-time students living and studying on campus and has a faculty of more than 800.

机械技术学院是无锡职业技术学院办学历史最为悠久的二级教学机构，汇聚了“数控技术”“机械制造与自动化”“模具设计与制造”“材料成型与控制技术”等一批学校机械类经典优势专业，是国家“双高计划”数控技术专业群的主要建设单位，现已成为全国领先的机械类高素质技术技能型人才培养和创新制作基地。学院实验实训室面积超过 1 万平米，建有“国家数控技术职业教育实训基地”“江苏省智能设计与生产产教融合集成平台”，以及“机械制造工程中心”等近 20 个专业实验实训室，为学生实践教学和创新制作提供了一流的设施装备和育人环境。

The mechanical technology college is the secondary longest history teaching institution in WXIT, It has gathered a number of classic mechanical majors, such as "numerical control technology", "mechanical manufacturing

and automation", "mold design and manufacturing", "material forming and control technology", etc. It is the main construction unit of the national "double high plan". Now it has become a national leading base for the high-quality technical talents of machinery and innovative production. The college training base is more than 10,000 m² including nearly 20 professional experimental training rooms, such as "national numerical control technology vocational education training base", "Jiangsu intelligent design and production integration platform", and "mechanical manufacturing engineering center", It provides first-class facilities and educational environment for students' practical teaching and innovative production.

乙方:

Party B:

德国卡尔蔡司集团 (Carl Zeiss AG) 作为全球著名的精密光学和测量仪器制造商, 通过不断技术创新成为光学设备和精密仪器行业的领导者, 其精密测量技术在全球工业质量解决方案领域有着广泛的应用和深远的影响。卡尔蔡司积极与国内广大客户、大专院校、科研机构及业内同行开展广泛深入的合作, 推广全球最先进的测量技术和测量理念, 服务于社会。

As the world's famous precision optical and measuring instrument manufacturer, Carl Zeiss AG has become the leader of optical equipment and precision instrument industry through continuous technological innovation,

and its precision metrology has been widely used in the field of global Industrial Quality Solution and has a profound influence. Adhering to the goal “Practice creates talents”, Carl Zeiss widely cooperates with domestic customers, colleges and universities, research institutions and industry peers, which promotes the concept of the world's most advanced metrology and ideas, and plays an active role in society.

卡尔蔡司(上海)管理有限公司(“乙方”)是德国卡尔蔡司集团(Carl Zeiss AG)的全资子公司, 下辖工业质量解决方案部, 显微镜部, 医疗部, 业务覆盖中国大陆及香港、澳门地区。公司总部位于上海, 并在北京广州成都等大中型城市设有分公司以及应用服务中心。

Carl Zeiss (Shanghai) Co., Ltd. (Party B) is a wholly owned subsidiary of Carl Zeiss AG, which has business groups: Industrial Quality Solution(IMT), Microscopy(MIK) and Medical Technology(MED). Party B's business territory covers mainland China, Hong Kong and Macau. Party B's headquarter is located in Shanghai. Branches and Competence Centers are set up in Beijing, Guangzhou, Chengdu and other large and medium-sized cities. Party B, following Carl Zeiss AG's tradition, is devoted to introducing the most advanced Zeiss's science and technology and experience into China.

二、 合作宗旨

Cooperation Principle

甲、乙双方基于对精密测量技术领域发展的相同认识, 愿共同探索

校企合作，协投共建、联合培养国内职业教育领域应用型精密测量专业技术人才。通过双方的合作交流、优势互补，积极拓展精密测量在职业教育培训应用，同时培养具有工程能力和实践经验的复合型应用技术人员。面向此需求，双方经过多次协商，达成本合作协议（以下简称“本协议”）。

Based on the common view of precision metrology development, two Parties are jointly willing to explore an university-enterprise cooperation, and to build a mode about joint-training of applied precision measurement professional and technical personnel in the field of national vocational education. Through the cooperation and complementary advantages, actively expanding the applications of precision measurement in vocational education and training, and providing chances of graduate practice, two parties aim to cultivate applied technology talents. In order to face the demand, the two parties, after many negotiations, reach the following agreement (the “Agreement”).

三、协议合作内容

Contents

1. 共建蔡司工业质量解决方案应用示范教学培训基地（以下简称“基地”）

Co-constructing ZEISS Industrial Quality Solution Application Demonstration Teaching and Training Base (the “Base”)

为了支持无锡市工业的迅速发展和全面升级改造，为企业提供更多

高质量、高素质的精密测量应用人才，双方决定在无锡职业技术学院共同建设蔡司工业质量解决方案应用示范教学培训基地。双方为基地的建设提供必要的软硬件，场地及后续运作等支持。

In order to support the rapid industry development and comprehensive industrial upgrading of Wuxi and southern Zhejiang and to provide more high-quality precision metrology applied talents for the enterprises, the two parties decide to Co-construct the “ZEISS Industrial Quality Solution Application Demonstration Teaching and Training Base” at Wuxi Institute of Technology and provide necessary software and hardware, site, and subsequent operations to the Base.

基地服务除了培训甲方机械相关专业的学生以外，还应协助支持乙方在其它客户及职业院校的演示培训等工作。

In addition to providing the training of Party A's students major in mechanical engineering, the Base should also support the training of Party B's other customers and other vocational colleges.

该基地应挂牌“无锡职业技术学院－卡尔蔡司智能检测学院”。

The Base shall be named as “Wuxi Institute of Technology – Carl Zeiss Intelligent Measure Center”

2. 共建工业质量解决方案认证及考评平台 [利用德国认证标准和行业标准促进国内工业品测量培训认证（鉴定）的启动]

Co-constructing Industrial Quality Solution certification and evaluation platform [Using German certification standard and industrial standard

to promote the start of domestic Industrial Quality Solution training certification (identification)]

示范基地建成后乙方负责对其运行情况进行考察，评估合格后可面向职业院校在校学生、职业院校及高校教师、企业工程师、工厂技术人员和社会再就业人员进行蔡司工业质量解决方案操作软件的培训认证。

After completion, Party B is responsible for the inspection of the operation. After evaluated qualified, the Base can be open to provide ZEISS IMT operation software training certification for the students in vocational colleges, teachers of vocational colleges and universities, engineers, factory technical workers and re-employment personnel.

甲、乙双方负责建立工业质量解决方案认证考评员制度。甲方联合示范基地负责考评员选拔培训认证工作。

The two Parties are responsible for establishing the evaluation staff system. Party A together with the Base, are responsible for selecting, training and certifying the evaluation staff.

3. 科研及开发(职业教育领域)

Research and Development (Vocational Education)

(1) 甲、乙双方在工业质量解决方案品控领域加强多方位的产学研合作，工业品控测量技术职业教育教学方法研究及教材编写。共同开展科研技术创新、教材教案开发，工程项目指南、科技成果转化、学术交流和人才培养、课程建设和教学改革等方面的合作，并通过具体项目实施提高学科建设水平和应用层次。

The two Parties shall strengthen the cooperation in production, study and research in Industrial Quality Solution teaching, take the education teaching method research and develop the training materials. Two parties shall (a) cooperate in research and technological innovation, teaching material development, project guidelines, transformation of scientific and technological achievements, academic exchanges and talent cultivation, and course construction and teaching reform, and (b) improve the level of subject construction and application level through concrete projects.

(2) 乙方应当利用自身企业资源平台，结合甲方专业师资和先进设备优势，帮助甲方与其它企业的协议测量，帮助中小型企业解决相关的精密检测难题。

Combined with the Party A's professional staff and advanced equipment, Party B will help the agreed measurement between Party A and other firms, and help small and medium enterprises to solve precision detection problems by using its own company resources.

4. 实习及就业（和乙方优质客户人才对接平台建设）

Internship and Employment (establishing the talent docking platform with Party B's high-quality clients)

首期，乙方负责根据基地的建设标准联合其在苏南地区优质客户，建设无缝的工业质量解决方案品控人才对接平台和企业员工培训平台。后期，根据与乙方合作的深入，进一步加大乙方客户群的合作开放力度，在对于示范基地通过蔡司工业质量解决方案品控课程学习并取得蔡司

认证的毕业生，遇有合适岗位，乙方将负责推荐其为面试候选人，遇有合适的实习、就业机会，乙方将优先推荐。于此同时，甲方有责任推荐优秀的毕业生给乙方或者乙方企业客户。

In the first phase, according to the construction standard of the Base, Party B, jointly with its high quality clients in Southern Zhejiang, is responsible to establish the IMT QC talent docking platform and enterprise staff training platform. In the second phase, according to the development of cooperation, the cooperation with the Party B's clients shall be further increased, and Party B shall be responsible to recommend the graduates as interview candidates, who pass the ZEISS IMT QC courses and are certified. In case of proper internship or/ and employment opportunities, Party B shall give a priority to recommend. At the same time, Party A has the responsibility to recommend excellent graduates to Party B or Party B's clients.

经乙方提供的专业技术培训合格后的甲方教师可在乙方工程部等部门进行企业锻炼与服务，甲方为此提供政策和时间保证，具体时间由甲乙双方共同商定。乙方对甲方教师培训情况进行考核，考核结果纳入甲方教师考核系统作为考核依据。

Party A's teachers, qualified to Party B's training, can practice in Party B's engineering department. Party A shall ensure the related policy and time, and the specific schedule shall be negotiated by Party A and Party B. The training performances of Party A's teachers shall be assessed by Party B, and the assessment results shall be into the teacher appraisal system.

5. 国际技术交流平台

International technical exchange platform

在乙方与甲方的共同努力下，使示范基地与德国的相关技术学院或培训机构建立长期技术交流和培训，定期地组织教师及工程技术人员进行国内工业质量解决方案品控技术应用实战交流。 同时也不定期组织安排老师去德国接受相关技术培训及交流，其间费用各方自理。

In the joint efforts of two Parties, the Base shall establish a long-term technology exchange and training with German technical colleges or training institutions, organizing regular actual combats and communications of the domestic industrial measurement QC technology for teachers and engineering and technical personnel. Teachers should be irregularly organized to go to Germany and receive technical training and exchange, related cost should be paid respectively.

6. 以基地为基础，设立无锡应用服务中心

Setting up the Wuxi Competence Center based on the Base

依托基地的软硬件优势，设立无锡应用服务中心。为蔡司工业质量解决方案广州及周边客户提供设备演示，客户培训，设计编程等服务。

Based on the Base's software and hardware, the Wuxi Competence Center shall be set up to provide equipment demonstration for ZEISS IMT Guangzhou and the surrounding customers, customer training, and programming design, etc.

四、 各方权利和义务

Rights and Responsibilities

(一)、 甲方：

Party A shall :

1. 为基地的建设提供必要的软硬件条件，包括但不限于如下：

Take the responsibility to provide necessary software and hardware conditions for the Base, including but not limited to:

- 实验室场地建设及装修；

The construction and decoration of the Laboratory.

- 实验室检测设备采购；

The purchase of the Laboratory measurement devices.

- 安排有资质的专业人员负责日常管理和维护；

Arranging qualified professionals responsible for the daily management and maintenance;

2. 承诺将乙方提供的离线测量软件只用于学校教学使用而非其它商业用途，并安排专人负责日常管理和维护。

Promising that the off-line measuring software supplied by Party B is used only for school teaching without any business purpose, and will arrange the specialists responsible for the daily management and maintenance.

3. 甲方负责基地的正常运作，承担日后其所购设备的维护等相关费用。

Being responsible for the Base's daily operation, and undertake future

related expenses of the purchased equipment maintenance.

4. 为基地配备优秀的任课教师确保课程的质量和延续性。

Equipping the Base with excellent teachers to ensure quality and continuity of the course

5. 配合乙方做相应的教学服务推广及应用服务中心支持活动。

Doing the corresponding teaching service promotion and support Competence Center activities in cooperation with Party B.

6. 推荐优秀的毕业生给乙方或者乙方企业客户。

Recommending excellent graduates to Party B or Party B's clients.

(二)乙方:

Party B shall:

1. 负责基地的功能设计、布局规格设计;

Be responsible for the Base's function design, and layout and specifications design;

2. 根据合作进展, 为基地提供相应的硬件及软件支持。

Provide corresponding hardware and software support for the base according to the cooperation progress.

3. 提供基地教学培训推广的技术支持, 并提供专业培训。

Provide technical support and professional training to the Base.

4. 为基地提供一名常驻技术人员, 并为学校的课程和教材开发提供素材资源。

Provide one resident technician for the base, and provide material

resources for curriculum and textbook development of the school.

5. 视基地发展运作情况，为“蔡司”冠名班品学兼优学生提供额外的实践机会。

Provide additional practice opportunities to excellent students in class "ZEISS" according to the Base's operation condition.

6. 毕业生通过甲方考核、认证，颁发蔡司工业质量解决方案相关认证证书。遇有合适实习、就业岗位，乙方将优先推荐。

Issue the ZEISS IMT certification to the graduates after inspection and certification. In case of proper internship or/ and employment opportunities, Party B shall give a priority to recommend.

7. 协助示范基地与德国的相关技术学院或培训机构建立长期技术交流和培训，定期组办、邀请甲方参与国内外技术交流或培训。

Help the Base to establish a long-term technology exchange and training with German technical colleges or training institutions and invite Party A regularly to take part in technology exchange and training home and abroad.

8. 不定期的为学院提供更新的产品及行业技术文献，确保基地的技术先进性。

Provide updated products and industry technical literature to Party A, ensuring the technology advancement of the Base.

五、保密性

Confidentiality

1. 合作涉及到的甲乙双方所有人员均有保守商业秘密和秘密信息的义务。在签订协议、合同和合作过程中知悉的商业秘密或保密信息，不得向任何其它单位或个人泄露或者不正当使用。泄露、披露或者不正当使用该上述商业秘密或保密信息给对方造成损失的应承担损害赔偿责任。

All the employees of the two Parties have the duty to keep business secrets and confidential information. All the business secrets or confidential information acknowledged during the process of negotiation, contracting and cooperation cannot disclose to any other unit or individual or improper use. Any who disclose or improperly use the above business secrets or confidential information thereby causing loss to the other party shall bear the liability.

2. 本条所称商业秘密，指不为公众所知悉、能为权利人带来经济利益、具有实用性并经权利人采取保密措施的技术信息和经营信息，包括但不限于合同书、合同附件、客户名单、经营渠道、科研内容、科研成果等。

“Business secret” referred to in this article refers to the technical information and business information that is not known by the public, brings economic benefits, is of practicality and is protected by security measures taken by the holder, including but not limited to contracts, contract appendixes, customer lists, business channels, research contents, and scientific researches, etc.

3. 本条所称保密信息指甲乙双方中一方明示要求对方保密的所有

信息，无论此等要求是以书面形式还是其他形式作出。

“Confidential information” in this articles refers to all the information that any of the two parties requests any other to keep secret, no matter such request is in written or in other form.

六、协议生效、变更和终止

Effect, Change and Termination

1. 本协议自甲乙双方签字盖章之日起生效。有效期为五年。

The Agreement shall be in effect at the date when all parties sign and chop. The term of validity is five years.

2. 在合作过程中、双方可以根据实际需要、协商签订补充协议或者合同，作为本协议的附件。

All the supplementary agreements and contracts reached by the two parties in the process of cooperation shall be taken as the appendixes of the Agreement

3. 如本协议在履行过程中需做任何变更、补充或修改，可根据双方的合作意愿和实际情况进行友好协商，经双方同意后变更、补充或修改本协议。未经双方同意，任何一方不得随意更改本协议。

Any change, supplement or revision of the Agreement during the performance shall be friendly negotiated according to the will and the actual situation of the cooperation. Any change, supplement or revision shall be agreed by two parties. Without the permission of all the two parties, any party

may not arbitrarily change the Agreement.

4. 在本协议履行期间一方如因单方面原因提出终止合作，双方应进行友好协商，并在满足协议附件要求的前提下，经双方同意后终止协议。

During the performance of the Agreement, if any party who wants to terminate cooperation with unilateral reasons , two parties should take a friendly negotiation. The Agreement can be terminated after two parties agree and the requirements in appendixes are met.

七、其他条款

Others

1. 其他未尽事宜根据具体情况由双方协商解决。

Other matters not according to the specific situation shall be dealt with negotiation by two parties.

2. 本协议一式肆份，甲乙双方各保存贰份。

The Agreement is done in four copies and each party keeps two copies.

3. 本协议由中英文书就，以中文为准，英文仅供参考。

The Agreement is written by both Chinese and English language, Chinese shall have prevail, and English is for reference only.

甲方：无锡职业技术学院

Party A: Wuxi Institute of Technology

代表：（签字、盖章）

Representative: (Signature and Chop)

日期：

2021. 4. 1

Date:

乙方：卡尔蔡司（上海）管理有限公司

Party B: Carl Zeiss (Shanghai) Co., Ltd.

代表：（签字、盖章）

Representative: (Signature and Chop)

日期：

01/04/2021.

Date: