

Joint Venture Agreement

IDENTIFICATION OF THE PARTIES

- PREAMBLE
- OBJECT
 - Establishment of the Joint Venture
 - Purpose of the Joint Venture
 - Name of the Joint Venture
 - Head Office
- OPERATION AND MANAGEMENT
 - Board of Management
 - Duties
 - Members
 - Meetings
 - Decisions
 - Minutes
 - Liability
 - Bank Transactions
- SPECIAL PROVISIONS
 - Contributions of the Partners
 - Partners' Participation
 - Sharing the Profits
 - Sharing the Assets
 - Sharing the Losses
 - Working Capital Account
 - Suretyship
 - Books
 - Fiscal Year
 - Use of Joint Venture's Name
 - Costs and Expenses
 - Compliance with the Law
 - Permits and Licences
 - Taxes
 - Absence of Joint and Several Liability
 - Sums of Money due to a Partner
 - Restrictions on the Transfer of Shares
 - Undertaking Not to Compete
 - Undertaking Not to Solicit
 - Collaboration
 - Absence of Undertaking
 - Services and Work
 - Billing
 - Defect and Poor Workmanship



- Partners's Property
 - Joint Venture's Property
 - Use of Joint Venture Property
 - Subsidiary
 - Association with a Third Party
 - Maintaining of Common Property
 - Absence of Mandate
 - Independent Parties
 - Loss of Status of Partner
- DISSOLUTION AND LIQUIDATION OF THE JOINT VENTURE
 - GENERAL PROVISIONS
 - "Force Majeure"
 - Severability
 - Notices
 - Headings
 - Schedules
 - No Waiver
 - Cumulative Rights
 - Entire Agreement
 - Amendments
 - Number and Gender
 - No Right to Transfer
 - Calculating Time Periods
 - Currency
 - Governing Law
 - Election of Domicile
 - Counterparts
 - Successors
 - Joint and Several Liability
 - Elapsed Time
 - Language
- EFFECTIVE DATE
 - TERM
 - TERMINATION
 - ACKNOWLEDGMENT BY THE PARTIES
 - SIGNATURE OF THE PARTIES