

## Consulting Agreement

### IDENTIFICATION OF THE PARTIES

- PREAMBLE
- OBJECT
  - Services
  - Deadline for Providing the Services
- CONSIDERATION
  - Price of the Services
  - Performance Bonus
  - Expenses Incurred
  - Physical or Electronic Invoicing Address
  - Terms and Conditions of Payment
- SPECIFIC PROVISIONS
  - Representatives of the Parties
  - Electronic Communications
  - Obligations of the Client
  - Obligations of the Consultant
  - Intellectual Property
    - Definitions
    - Respect of Third Party Intellectual Property (By the Consultant)
    - Respect of Third Party Intellectual Property (By the Client)
    - Information Elements Provided by the Client
    - Employees, Suppliers, Associates and Subcontractors of the Consultant
    - Background Technology Developed by the Consultant
    - Background Technology Developed by a Third Party
    - Content designed by the Consultant
    - Consultant's Residual Rights
    - References to Intellectual Property Rights and Credits
    - Protection of Intellectual Property Rights Vested in the Client
  - Confidentiality and Non-Disclosure Undertaking
  - Exclusivity of the Consultant's Services
  - Reciprocal Undertaking Not to Solicit Personnel
  - Useful Information
  - Performance Methods
  - Relationship Between the Parties
  - Subcontracting
  - Verification, Testing and Approval Process



- Modifications Requested During the Course of the Agreement
- Additional Services
- Representations and Warranties of the Consultant
- Training Provided by the Consultant
- Limitation of Warranty
- Limitation of Liability
- Security Deposit
- Interests
- Change of Tax Rates or New Taxes
- Collection Costs
- Suspension of Services in the Event of Failure to Pay
- Termination of the Agreement (by the Client)
- Termination of the Agreement (by the Consultant)
- No Intermediary
- Professional Fees Relating to this Agreement
- Interests
  
- 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
- TERMINATION
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURES OF THE PARTIES
- SCHEDULE: SPECIFICATIONS